TRIFORK GROUP ANNUAL REPORT 2022

Resilience in Challenging Times

Contents

LETTER OF THE CEO

2022 - Resilience in Challenging Times

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2022 proved to be a challenging year for most of the world - including Trifork. Therefore I am very grateful for the collaboration with our customers, partners, and investors. I would also like to show the deepest appreciation and gratitude to our more than thousand colleagues around the world.

After most of the Covid lockdown restrictions were lifted in the beginning of the year, we could begin to have in person workshops and conferences again. The networking and social aspects of people gathering cannot be overestimated. However, we do not believe the world will ever be quite the same again. We see that in a recession, companies tend to cut training and conference budgets. So we now make our events smaller than before Covid and we plan to increase the number of events rather than the size of them.

We managed to host events for 6,800 attendees in total and in November 2022 we acquired the YOW! conferences with new activities in Australia. Our largest YouTube channel GOTO totalled 40 million views at the end of the year. All of this provides a good starting point for our Inspire business in 2023.

Another positive change is that it has generally become more accepted to work remotely when developing solutions for our customers. Most of our customers have now learned and adapted to the fact that we can deliver great quality software from remote locations.

The tragic invasion of Ukraine challenged the world. The economic and political environment is still impacted by the resulting global instability. In the period after the outbreak of the war, some customers were only able to plan and act on a short-term basis and had to delay tasks with short notice because of logistical challenges, or cancel tasks due to lack of financing. This made it difficult for us to plan and optimize the use of our resources, and it had a negative impact on our profit margins in the Trifork segment.

On the macroeconomic level we still see and expect global instability with high inflation and interest rates in 2023. I believe that our flat agile organization with now 66 business units have coped very well with adapting to this changing environment.

This, I believe, is why we have managed to maintain a high organic growth in 2022 and, once again, been able to increase both revenue and profit. In 2022, we reached EURm 184.9 in revenue, equal to 16.7% growth compared to 2021. Adjusting for the deconsolidation of Dawn Health, total growth was 20.0% (19.0% organic). Since 2007, where we started reporting according to IFRS, our revenue CAGR has been 24%, and we remain comfortable with maintaining our mid-term target of 15-25% annual revenue growth. Overall, in 2022 we saw the highest growth in the Digital Health and Cyber Protection business areas.

Despite the above-mentioned challenges, adjusted EBITDA in the Trifork segment reached a new record of EURm 31.9 in 2022. This equals a margin of 17.3% which we deem acceptable when considering our non-capitalized investments in new operation centers and in Cyber Protection solutions.

Our total sick leave in 2022 was 2.7% (compared to 3.0% in the first six months). Isolated in the second half of 2022 sick leave was 2.3%, which is close to the normal level. At the end of 2022, we had 1,062 colleagues, compared to 950 at the end of 2021.

We believe that Trifork fits in a challenging world with a constant need for innovation and digitalization

The employee LTM churn rate at the end of 2022 was 15.4% compared to 15.6% in 2021.

We continue our strong focus on innovating new solutions within Digital Health. In 2022, we grew this business area by 66%. We started the development of a new and modern eHealth platform in the Swiss market together with our customer Compassana. This is very promising and we look forward to bringing the first versions of the new platform to the market with Compassana and their partners during 2023.

Trifork continues to pursue an active investment strategy. In December 2022, we acquired 60% of the Swiss IT company IBE. IBE has for many years worked within the area of educational measurement and methods of item response theory. This has been used as a foundation for the development of computer-based adaptive testing and learning, which is aligned with Trifork's strategy to digitalize education and improve user experiences for all users. IBE is based in Zürich and has 15 employees.

Trifork has for several years been an active partner in the development of IBE's software. By combining Trifork's ecosystem of technological competencies with IBE's talented team and solid reputation in digital assessment and learning, the acquisition is expected to strengthen the position for both companies in the Swiss market. IBE will be consolidated in the Trifork Group from January 2023.

In Trifork Labs, we primarily spent 2022 focusing on supporting our existing investments and scouting for new strategic partnerships.

Overall we see a lot of organic growth opportunities for Trifork. These include:

- **Enterprise Mobility adoption**
  Within this area, we currently see a very low adoption and, at the same time, enterprises until now have only been using a small fraction of the capabilities in mobile devices. We can bring a fast ROI to our customers, especially in our Smart Enterprise business area, by saving resources and improving functionality, usability, and quality of solutions. Both increased adoption and intelligent use of mobile capabilities will drive growth.

- **Innovation needs in Healthcare**
  The healthcare sector in most countries is constantly challenged with higher demands for quality, increased costs, and shortage of labor. Our solutions focus on intuitive user experiences and optimized backend systems which ease the workflow between staff and towards patients. They also provide decision support to doctors with the help of AI which leads to improved patient safety.

- **Sustainability movement**
  The building industry's productivity per CO_2 emission has not improved over the last 25 years. This has to change. In addition, the industry needs to reduce the amount of resources used in the daily operations of buildings. We believe there is a huge potential for improvement by focusing on up-cycling, building smarter, and digitalizing buildings. We are developing our own Smart Buildings and we are now ready to deliver such solutions to both existing and new customers. We are receiving great inbound interest for this concept from architects, construction companies, and real estate investors.

- **Increased Cyber Protection demand**
  Through 2022, we saw an increasing demand for our security solutions. Digital solutions have become business critical for all organizations and meanwhile cyber crime, geopolitical tensions, and international terrorism has been on the rise. We believe this demand trend will continue in 2023 and we are doing all we can to grow our organization and solutions within Cyber Protection to be able to support our customers.

Combining these growth drivers with our decentralized and agile organizational model means that we expect to grow our business in the coming year despite an uncertain economic outlook.

In 2023, Trifork targets total revenue of EURm 205-215 equal to a growth between 11-16%, Trifork Segment adj. EBITDA of EURm 34-37 and Trifork Group EBIT of EURm 20-23.

Trifork had a net debt to adjusted EBITDA leverage of -0.1 at the end of 2022. In 2023, we will continue to pursue our M&A strategy and also buy out of non-controlling interests. No effect from potential new acquisitions is included in the current guidance for 2023.

Jørn Larsen
CEO, Trifork Group

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FY2022

Key Figures & Main Events

TRIFORK GROUP

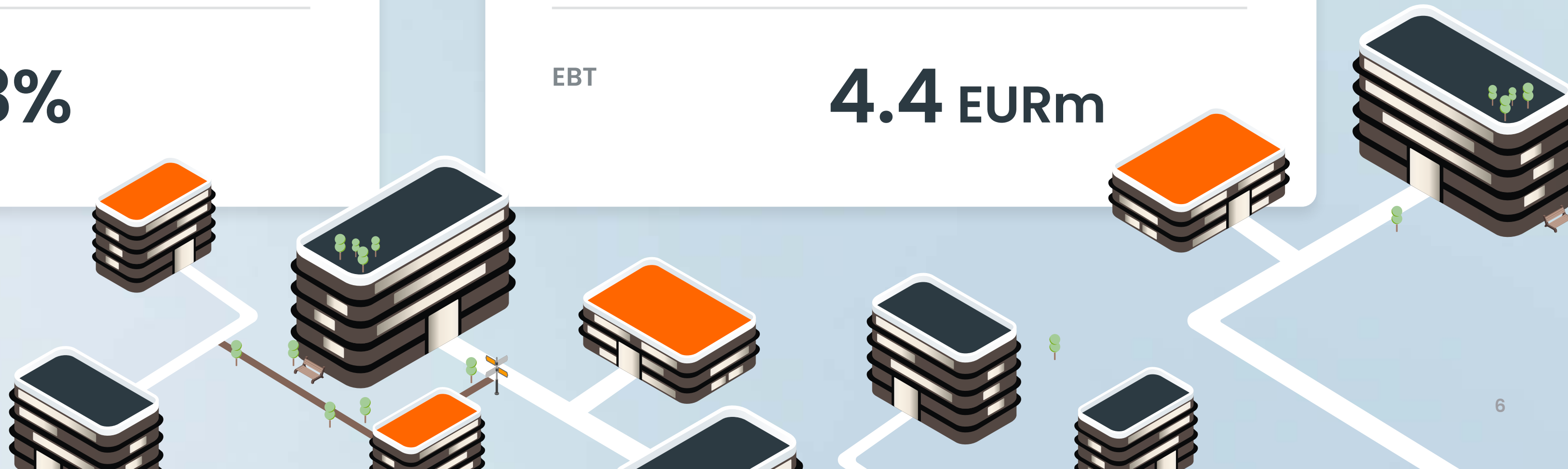
18.3 EURm	14	66	1,062
EBIT	Countries	Business Units	Headcount

TRIFORK SEGMENT

Revenue	184.9 EURm +20% total growth[1]
Adjusted EBITDA	31.9 EURm
Adjusted EBITDA margin	17.3%

TRIFORK LABS SEGMENT

Active Startups	24
Value of Startups	60.3 EURm
EBT	4.4 EURm



[1] Adjusted for deconsolidation effects

Financial highlights and key figures

(in EURk)	2022	2021	2020	2019	2018
Trifork Group income statement					
Revenue from contracts with customers	184,936	158,525[2]	115,358	106,428	86,508
- thereof organic	183,401	137,980[2]	103,973	99,044	80,230
- thereof from acquisitions	1,535	20,545	11,381	7,384	6,278
Special items[1]	-	20,253	-955	2,949	-
Adjusted EBITDA	30,443	27,123	17,930	12,688	10,066
Adjusted EBITA	22,347	19,475	11,210	7,455	8,161
Adjusted EBIT	18,341	15,354	7,898	5,286	6,126
EBITDA	30,443	47,376	16,975	15,637	10,066
EBITA	22,347	39,728	10,255	10,404	8,161
EBIT	18,341	35,607	6,408	8,235	6,126
Net financial result	3,905	1,049	40,634	9,508	9,904
EBT	22,246	36,656	47,042	17,743	16,030
Net income	18,100	32,696	44,658	16,349	14,769
Trifork Segment					
Revenue from contracts with customers	184,936	158,525	115,358	106,428	86,508
- Inspire	5,736	2,390	1,945	8,051	7,140
- Build	139,749	122,980	86,705	76,578	61,502
- Run	38,816	32,650	26,422	21,458	17,818
Adjusted EBITDA	31,924	28,626	20,168	13,250	10,701
- Inspire	-37	-640	-1,522	-287	346
- Build	29,273	26,046	16,913	9,297	6,940
- Run	6,488	7,438	5,866	5,872	4,287
Adjusted EBITA	23,828	20,978	13,448	8,017	8,796
Adjusted EBIT	19,822	16,857	10,136	5,848	7,066
Trifork Labs Segment					
Net financial result	5,838	4,806	41,396	9,599	10,699
EBT	4,357	3,303	39,158	9,037	9,759
Trifork Group financial position					
Investments in Trifork Labs	60,312	47,259	75,861	32,531	19,685
Intangible assets	73,838	76,288	72,990	33,445	34,840
Total assets	249,274	245,664	229,109	122,065	96,271
Equity attributable to the shareholders of Trifork Holding AG	114,629	109,798	80,494	55,757	42,369
NCI & redemption amount of put-options	33,958	37,101	26,942	6,791	9,480
Net liquidity/(debt)	3,670	17,100	-37,393	-14,214	-11,631

The financial highlights and key ratios have been prepared on the basis of the CFA Society Denmark "Recommendations & Ratios".

"Adjusted" means adjusted for the effects of special items.

For the definitions refer to page 143.

1 Include IPO-preparation costs, M&A legal costs and other income from deconsolidation.

2 Include EURk 4,405 deconsolidated revenue from Dawn Health.

(in EURk)	2022	2021	2020	2019	2018
Cash flow					
Cash flow from operating activities	22,094	7,775	17,787	10,514	6,563
Cash flow from investing activities	-9,203	49,655	-31,516	-4,560	-1,358
Cash flow from financing activities	-26,862	-32,406	25,877	-9,850	-1,109
Free cash flow	16,096	2,073	14,373	7,490	3,175
Net change in cash and cash equivalents	-13,976	26,671	12,005	-3,735	4,088
Share data					
Basic earnings / share (EPS basic)	0.77	1.52	2.33	0.83	0.75
Diluted earnings / share (EPS diluted)	0.77	1.52	2.33	0.83	0.75
Dividend / share	0.14	0.380	0.580	0.047	0.105
Pay-out ratio	18.0%	25.0%	25.0%	5.8%	14.3%
Employees					
Average number of employees (FTE)	970	880	682	626	504
Financial margins and ratios					
Trifork Group					
Adjusted EBITDA margin	16.5%	17.1%	15.5%	11.9%	11.6%
Adjusted EBITA margin	12.1%	12.3%	9.7%	7.0%	9.4%
Adjusted EBIT margin	9.9%	9.7%	6.8%	5.0%	7.1%
EBITDA margin	16.5%	29.9%	14.7%	14.7%	11.6%
EBITA margin	12.1%	25.1%	8.9%	9.8%	9.4%
EBIT margin	9.9%	22.5%	5.6%	7.7%	7.1%
Equity ratio	46.0%	44.7%	35.1%	45.7%	44.0%
Return on equity	13.6%	30.8%	63.4%	31.1%	37.0%
Trifork Segment					
Organic revenue growth	19.0% [1]	19.6%	2.6%[1]	13.8%	24.2%
- Inspire	140.0%	22.9%	-75.8%	12.8%	-3.4%
- Build	16.5%	18.2%	6.0%	15.4%	26.6%
- Run	18.9%	23.5%	20.8%	22.6%	58.8%
Adjusted EBITDA margin	17.3%	18.1%	17.5%	12.4%	12.4%
- Inspire	-0.6%	-26.8%	-78.3%	-3.6%	4.8%
- Build	20.9%	21.2%	19.5%	12.1%	11.3%
- Run	16.7%	22.8%	22.2%	27.4%	24.1%
Adjusted EBITA margin	12.9%	13.2%	11.7%	7.5%	10.2%
Adjusted EBIT margin	10.7%	10.6%	8.8%	5.5%	8.2%
EBITDA margin	17.3%	30.8%	16.7%	15.2%	12.4%

1 Adjusted for deconsolidation effects.

An outline of the year

Financial Highlights of 2022

In 2022, the Trifork Group managed to grow significantly in both revenue and profit from operations.

The financial highlights focus on profit ratios, in which certain levels of income and cost for special items are excluded ("adjusted"). In 2022, there were no special items to adjust for.

Trifork Group

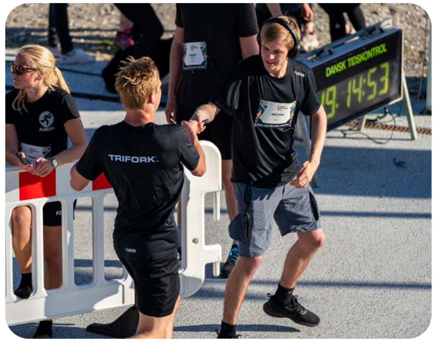
- With a total revenue of EURm 184.9, the Trifork Group achieved a consolidated growth rate of 16.7%. Adjusting for the de-consolidation of Dawn Health (December 2021), total growth was 20.0% (19.0% organic).
- The acquisitional growth came from Vilea Group (until April 2022) and Strongminds ApS (until October 2022).
- EBIT for 2022 was EURm 18.3 (2021: EURm 35.6). In 2021, EBIT was extraordinary impacted from the Dawn Health deconsolidation.
- EBT for 2022 was EURm 22.2 (2021: EURm 36.7).
- Net income for 2022 amounted to EURm 18.1 (2021: EURm 32.7), which is a decrease of EURm 14.6 compared to 2021 that was significantly influenced by the deconsolidation of Dawn Health.
- Equity attributable to shareholders of Trifork Holding AG as of 31 December 2022, was EURm 114.6, giving an Equity Ratio of 46.0% at the end of 2022 (2021: 44.7%).

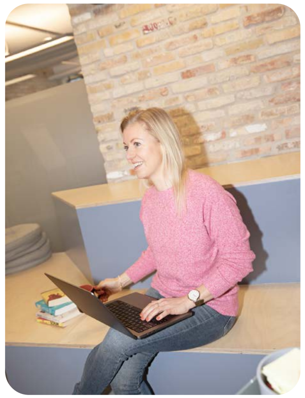
Trifork Segment

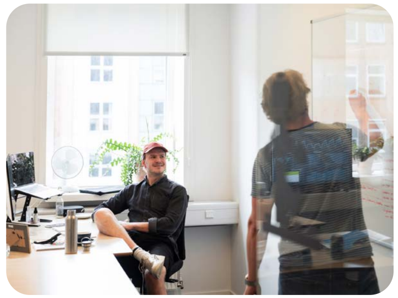
- Adjusted EBITDA of EURm 31.9 (2021: EURm 28.6) equal to an 17.3% EBITDA margin and represents growth of 11.5% compared to 2021.
- Adjusted EBITA was EURm 23.8 (2021: EURm 21.0), which equals a 12.9% EBITA margin and an increase of 13.6% compared to 2021.
- Adjusted EBIT was EURm 16.8, which equals a 10.7% EBIT margin and an increase of 17.6% compared to 2021.

Trifork Labs Segment

- Positive fair value adjustment on Trifork Labs investments was EURm 6.2, compared to EURm 5.0 in 2021. The income in 2022 was primarily driven by dividends and earn-out received from past investments.







Main Events

Trifork Group

- The Trifork Group now counts 1,062 employees, distributed over 66 customer facing business units, compared to 950 employees and 58 business units end of 2021.
  The average age was recorded to 38.2 compared to 39.0 in 2021.
  LTM churn rate on employees was 15.4% compared to 15.6% in 2021.
  Sick leave percentage was 2.7% compared to 2.4% in 2021. Isolated in the second half of 2022 this was 2.3%.
- During the year Trifork acquired additional NCIs in the Group company Erlang Solutions Ltd. and at the end of 2022 held 86.2% of the company. An agreement has been made to acquire the remaining part of the company during 2023.
- In December 2022, Trifork agreed to acquire 60% in the company Bildungsevaluation Zürich AG ("IBE"). This acquisition was completed in the beginning of January 2023 and will be included in the group consolidation for 2023. IBE has for many years worked within the area of educational measurement and methods of item response theory. This has been used as the foundation for the development of computer-based adaptive testing and learning, which is aligned with Trifork's strategy to digitalize education and improve user experiences for all users. IBE is based in Zürich and has 15 employees. Trifork has for several years been an active partner in the development of IBE's software. By combining Trifork's ecosystem of technological competencies with IBE's talented team and solid reputation in digital assessment and learning, the acquisition is expected to strengthen the position for both companies in the Swiss market.

Trifork Segment

- **Inspire**
  In the beginning of 2022, most of the Covid-lockdown restrictions were lifted and our in-person inspire activities gradually increased with both workshops and conferences. In total, we had 6,800 attendees to our conferences within the last three quarters of the year. This was well supported by a successful completion of our new YOW! conferences in UK and Australia. Our largest YouTube tech channel ended the year with more than 40 million accumulated views – equal to more than 10 million views in 2022.

- **Build**
  The build-based business is to a large extent driven by customer product development where deliveries are done on the basis of hours produced by all our colleagues. In the first half of 2022, this work was to some extent influenced by a higher sick leave than normal and effected margins negatively, but this improved in the second half of the year. In the period just after the outbreak of the war in Ukraine, Trifork experienced that some customers had to delay tasks with short notice because of logistical challenges, or cancel tasks or payments due to lack of financing. This made it hard for us to plan and optimize the use of our resources, and also had a negative impact on our profit margins. In the second half of the year, we have been able to improve the planning and settings in most of our engagements and the negative impact has been minimized.
  Digital Health was one of the fastest growing business areas. A higher degree of the solutions delivered are also followed by recurring revenue that supports the growth in the Run segment.

- **Run**
  During 2022, we invested in new operation centers in Denmark and Switzerland. In total, the non-capitalized cost for this amounted to EURm 1.6. We expect this investment to be significantly lower in 2023 and that we will start to see an increased activity level in our Cloud operation area as an effect from the 2022 investments.

  Scoping and developing products to sell as Cyber Protection services was also in focus in 2022. During the year, the sales of these grew satisfying and our Cyber Protect business area was one of the fastest growing especially in the second half of the year.

Trifork Labs Segment

In Trifork Labs, we primarily spent 2022 focusing on supporting our existing investments and scouting for new strategic partnerships but we also had to reevaluate a couple of our start-ups where we no longer saw the future business plan and development being satisfying.

Completed new investments in start-up companies:
- Promon (app shielding technologies)
- Feats (verification of roles in projects and products)
- Fauna (Digital Health for animals/pets)

Supporting investment rounds in existing start-ups:
- Dryp (water censor technology),
- ExSeed (Digital Health technology),
- Visikon (Digital Health technology),
- TSB-Three (Smart Building),
- Arkyn Studios (Smart Enterprise fast start apps) and
- Kashet (Mobile First challenger banking).

Completed exits in:
- Programmable Infrastructure Solutions (partial exit),
- Complyteq (close down process with full write-off) and
- Humio (realized an additional earn-out profit from the past exit).

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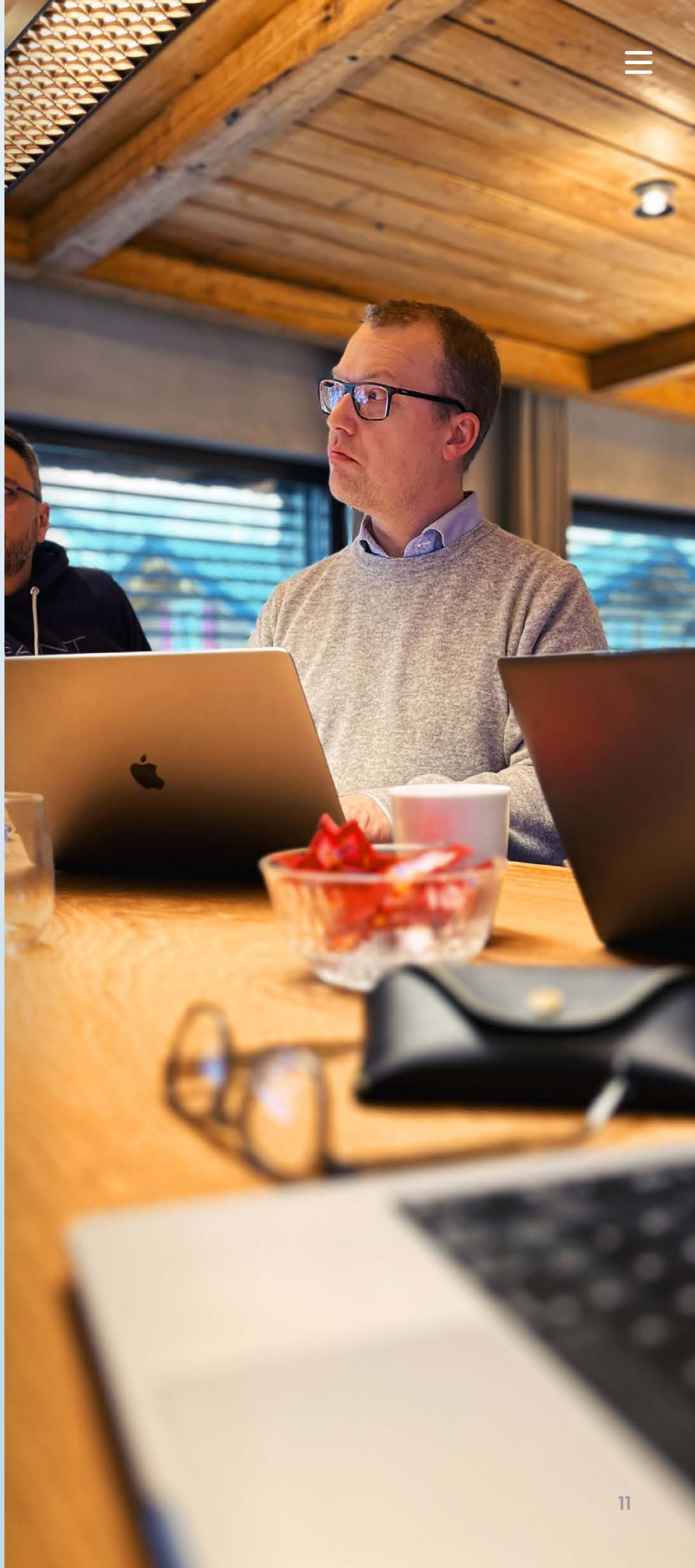
2023 Guidance & Mid-term Targets



Trifork Group Results and Growth

- In 2023, the Trifork Group expects **total revenue of EURm 205-215**. This is a 11-16% increase in revenue compared to 2022.
- The Trifork Group expects an **EBIT of EURm 20-23**.
- Two thirds of all depreciations and amortizations are expected to be related to acquisitions.

The fulfilment of the financial guidance is subject to some uncertainty. Significant changes in exchange rates and business or macro-economic conditions may have an impact on the economic conditions of the Trifork Group's performance.

In the beginning of 2023, we have seen radical changes in the economic environment with increasing interest rates, high volatility in exchange rates, and higher inflation. The ongoing war in Ukraine and the related sanctions are impacting the economies of many companies and may also affect the type of decisions they will take in the future. All this could lead to a negative impact on the financial results of Trifork, but could also have a positive effect such as an increased focus on cyber protection where Trifork offers a number of different solutions.

As a business, Trifork takes precautions and will operate as effectively as possible in the current situation.

For the Group, a continued steep increase in inflation could raise overall costs and impact profit margins.

Trifork segment

The strategy for the Trifork segment is that growth should represent a combination of organic and acquisitional expansion. Overall, our guidance for the Trifork segment in 2023 is:

- **Revenue of EURm 205-215 equal to overall growth of 11-16%**
- **Organic growth to be 8-14%**
- **Adjusted EBITDA of EURm 34-37**

The acquisitional growth included in the guidance consists of the acquisition of IBE (January 2023). In 2023, the revenue from IBE will count as inorganic in January-December. The included inorganic growth amount to 2.0-2.4% of total revenue.

In 2023, we assume that there will be no Covid-19 related lockdowns/restrictions in relation to complete in-person conferences on a larger scale.

Trifork will continue to increase its business based on the sales of solutions, products, and product related services. The focus is to invest in generating Run-revenue as recurring and scalable revenue with higher profit margins. We expect to grow the Run-revenue at the highest organic growth rates.

In 2023, we expect that the revenue mix between private and public will be at the same level as in 2022.

We will continue our active acquisition strategy and target new acquisitions during 2023. No effect from potential new acquisitions is included in the current financial targets or guidance for 2023.

In the Trifork segment, other risks include projects not being delivered on time or delayed start of newly planned projects. If product sales decline or if maintenance and support of products prove to be too expensive, this will also pose a risk.

In 2023, Trifork Segment expects EURm 205-215 in revenue and EURm 34-37 in adjusted EBITDA

Mid-term financial targets

We maintain our mid-term financial targets (rolling three-year period) of:

- 20-25% annual Group revenue growth
- 10-15% annual Group organic growth
- Improving Trifork segment adjusted EBITDA-margin
- Improving Trifork Group EBIT-margin
- Net debt/Group adj. EBITDA leverage of up to 1.5x (may temporarily exceed)

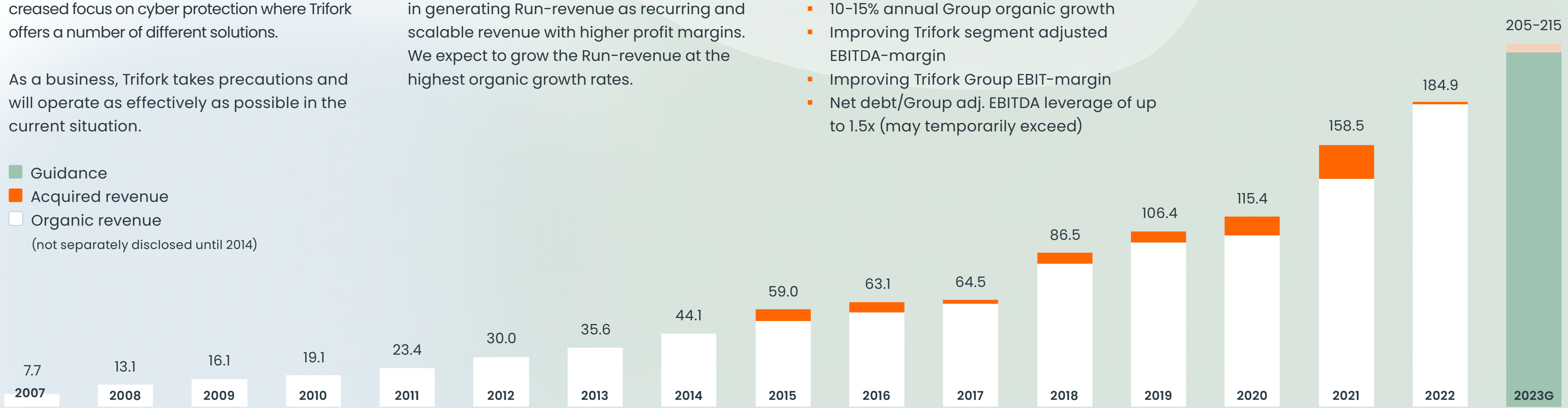
Trifork Labs segment

Trifork Labs invests in founding new startups that are part of the overall Trifork R&D strategy. We aim to attract external funding to our startups in order to finance their future growth and success.

We also expect to continue our current investment strategy by supporting existing investments and search for new potential investments.

The costs of running Trifork Labs are expected to result in an EBITDA in the segment of around EURm -1.5. Overall we target a positive EBT based on value increase of and dividends from investments.

At Trifork Labs, risks include a decrease in valuation of investment if startup companies are unable to secure funding or fail to develop as expected.



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Financial Review 2022

Trifork Group

Financial guidance

EURm	2022/03	2022/05	Result
Revenue	175 - 180	180 - 185	184.9
EBIT	15.5 - 18.0	16.5 - 19.0	18.3

The financial review is presented in Euro and all amounts are in million (EURm), unless otherwise stated. Due to rounding, numbers presented may not add up precisely to the totals and percentages may not precisely reflect the absolute figures.

General

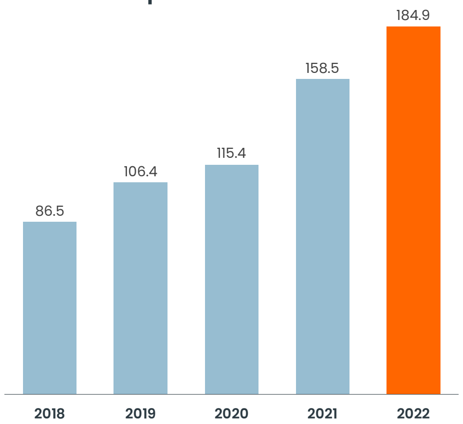
The Executive Management of the Trifork Group finds the results achieved in 2022 to be within its expectations.

We are still not directly impacted by the war in Ukraine, but indirectly by challenges that affect some of our customers.

In 2022, we have invested in future growth, including both operation centers, market development (Digital Health & Cyber Protection), and startup companies.

The Trifork Group EBIT was EURm 18.3, above our initial guidance, and in the upper end of the revised guidance from May 2022. This corresponds to a 9.9% margin, which is satisfactory given the above-mentioned growth investments and a one-off debtor write-off, accelerated costs for social events, and increased sick-leave for a part of the year.

Trifork Group revenue



The Trifork Group revenue of EURm 184.9 equals 16.7% growth compared to 2021. Adjusted for the deconsolidation of Dawn Health, revenue growth was 20.0%. The growth was achieved mainly organically (19.0%) and only limited from acquisitions (1.0%).

For 2022, the Group outperformed its mid-term target to obtain an annual 10-15% organic revenue growth.

In 2022, Trifork Group's organic growth was 19.0%

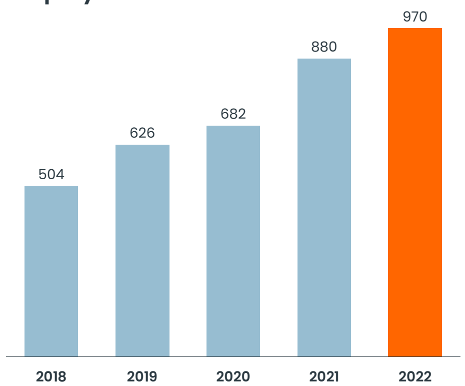
Inorganic growth reported in 2022 comprises of the revenue from January to April from Vilea Group and January to October from Strongminds ApS.

In December 2022, Trifork Group announced the acquisition of the Swiss-based Institut für Bildungsevaluation AG ("IBE"), a specialist in digital solutions to schools (online learning and testing platforms). IBE will contribute to inorganic growth in 2023 and is included in our 2023 guidance, but will - as a former partner - to a certain extent also cannibalize existing revenues which now will be reported as internal revenue.

Trifork will continue to focus on revenue growth in our core markets Denmark, Switzerland, the Netherlands and United Kingdom. Growth outside of these markets will be more opportunistic. We always strive to improve the resilience of Trifork, which is why we prioritize growing in several markets rather than being dependent on growth from only one. Activities in more markets reduce the overall risk exposure if one market shows poor performance and it also provides more business opportunities.

Even though we had substantial activities in Trifork Labs in 2022, they do not show in the revenue of Trifork Group since the status and ownership ratio of Labs companies do not meet the requirements to be fully consolidated.

Employees



In 2022, the average number of full-time employees (FTEs) grew to 970 due to the expansion of the current business.

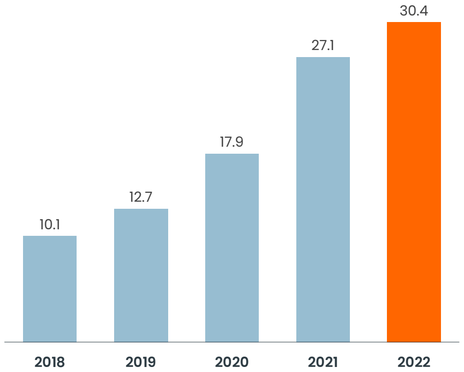
At the end of 2022, the total number of employees within companies consolidated in the Trifork Group amounted to 1,062 (2021: 950). The number of employees in the Inspire sub-segment was kept unchanged when Covid-19 restrictions limited our conference activities, which in turn meant that our existing employees could handle the returning conference revenues as restrictions were lifted again. This partly explains why revenue growth was higher than employee growth in the second half of 2022.

Costs

The most significant cost in the Trifork Group is personnel costs. In 2022, total personnel costs were EURm 97.8 (2021: EURm 87.7). Personnel cost per employee has increased by 1.1% compared to 2021. The increase is primarily explained by the market demand for highly skilled specialists reflected in higher salaries in most countries and salary adjustments to tackle the increasing inflation rates.

Personnel costs as a proportion of revenue decreased from 55.3% in 2021 to 54.1% in 2022. We estimate that this KPI will continue to improve in the future, driven by our conference business fully returning, and an increased product-based revenue in the Trifork segment.

Development in adjusted EBITDA



In 2022, the Trifork Group realized EURm 30.4 adjusted EBITDA* corresponding to a 12.2% increase compared to 2021.

Adjusted EBITDA was divided in the following way between Trifork and Trifork Labs:

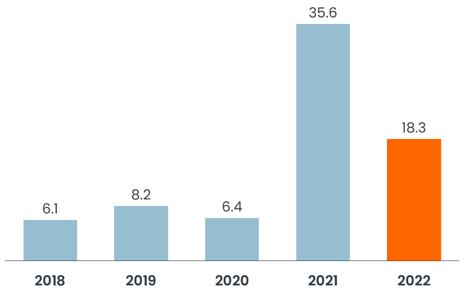
Adjusted EBITDA (EURm)	2022	2021
Trifork	31.9	28.6
Trifork Labs	-1.5	-1.5
Trifork Group	**30.4**	**27.1**

As with revenue, the primary driver for adjusted EBITDA was the Trifork segment with EURm 31.9 (2021: EURm 28.6) with 11.5% growth. The adjusted EBITDA margin was 17.3% (2021: 18.1%).

The negative EBITDA of EURm -1.5 in Trifork Labs represents all the cost of operating it. This is an expected result given the nature of Trifork Labs. Part of the costs represent a variable element based on the achieved fair value increase and profits for the Labs segment.

Overall for the Trifork Group, the results achieved in 2022 correspond to an adjusted EBITDA margin of 16.5% (2021: 17.1%). This development is considered satisfactory taking into account the the growth investments made during the year, and is aligned with our target to sustainably increase the margin over the mid-term.

Development in EBIT

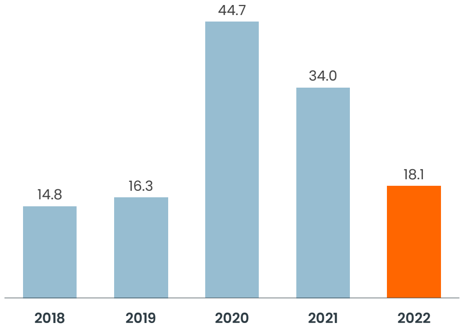


In 2022, the Trifork Group realized EBIT of EURm 18.3 (2021: EURm 35.6). The prior year amount included special items of EURm 22.1 from the deconsolidation of Dawn Health and IPO-preparation costs of EURm 1.8. Adjusting for special items, EBIT grew by 19.6% in 2022.

EBIT (EURm)	2022	2021
Trifork	19.8	37.1
Trifork Labs	-1.5	-1.5
Trifork Group	**18.3**	**35.6**

The EBIT margin in 2022 was 9.9% (2021: 22.5%).

Net income



In 2022, the Group net income was EURm 18.1 (2021: EURm 32.7).

The net financial result in 2022 amounted to EURm 3.9, compared to EURm 1.0 in 2021. Key elements were higher fair value adjustments of Trifork Labs investments (EURm +1.1), higher other financial income (EURm +0.5), and reduced losses on foreign exchange (EURm +2.2).

The effective tax rate for the Group was 18.6% in 2022 (2021: 10.8%). The low tax rate in 2021 was primarily due to the non-taxable income from the deconsolidation of Dawn Health and from non-taxable profits on investments in Trifork Labs.

In 2022, EURm 2.9 of the profit belongs to non-controlling interests (2021: EURm 3.3). The result corresponds to a EUR 0.77 basic earnings per share. Management considers this result satisfying.

The result corresponds to 13.6% return on equity (2021: 30.8%). Management considers this level satisfactory.

* Adjusted for special items (IPO-preparation costs, M&A legal costs and other income from deconsolidation)

Balance and equity

TOTAL ASSETS

Total assets increased by 1.5% from EURm 245.7 as of 31 December 2021 to EURm 249.3 as of 31 December 2022.

The main contributors were

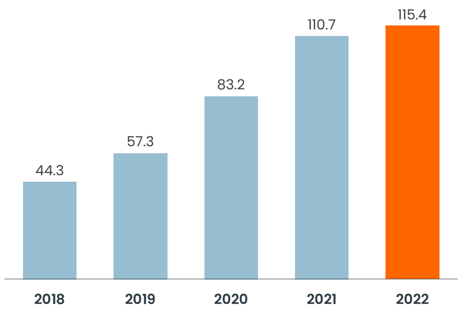
- Increase of right-of-use assets by EURm 9.7
- Net investment of EURm 13.0 in Trifork Labs investments (addition to existing investments, new investments, sale of Programmable Infrastructure Solutions AG, fair value adjustments)
- Net reduction of EURm 3.7 intangible assets and PPE (CAPEX vs. amortization and depreciation)
- Net cash outflows of EURm 14.0

NON-CURRENT ASSETS

Non-current assets have increased by EURm 18.3. The most significant reasons are changes to Labs investments and right-of-use assets as described above.

Product development capitalized at the end of 2022 accounted for EURm 2.2 in total (2021: EURm 2.6). The decrease is mainly due to the fact that the development cost used on smaller products in 2022 not has been capitalized (see note 4.6 of the consolidated financial statements).

SHAREHOLDERS' EQUITY



As of 31 December 2022, Group equity amounts to EURm 115.4 which is a 4.2% increase compared to 2021. A total of EURm 0.8 of the shareholders' equity is allocated to non-controlling interests (NCI). The equity ratio (excl. NCI) at the end of 2022 was 46.0% (2021: 44.7%).

Cash flow and cash position

OPERATING ACTIVITIES

In 2022, net cash flows from operating activities amounted to EURm 22.1 (2021: EURm 7.8). This increase is mainly explained by increased revenue, a lower increase in net working capital, a one-off payment to the Employees' Holiday Fund in 2021, and fewer income tax prepayments.

Trade receivables slightly decreased to EURm 35.4 (2021: EURm 36.1) corresponding to 19.2% of revenue (2021: 22.8%). The target for the Group is to have a ratio below 20%. The ratio in 2021 was impaired by the significant lack of conference revenue.

INVESTING ACTIVITIES

Cash flows from investing activities amounted to EURm -9.2 (2021: EURm 49.7).

The main contributors were

- Transactions in Trifork Labs investments, of which acquisitions of EURm 9.6, sales of EURm 3.3, and dividends EURm 0.3
- Net capex of EURm 2.3
- Earn-out payments of EURm 0.8

FINANCING ACTIVITIES

Cash flows from financing activities amounted to EURm -26.9 (2021: EURm -32.4).

The main contributors were

- Dividends of EURm -10.9, paid to Trifork Holding AG shareholders and to minorities in subsidiaries
- Net acquisition of NCI of EURm -7.5
- Lease payments of EURm -5.9
- Interest paid of EURm -1.4
- Net acquisition of treasury shares for EURm -0.8

CASH POSITION

As of 31 December 2022, Trifork Group has a net cash position of EURm 3.7 (2021: net cash of EURm 17.1) and net-debt-to-adjusted EBITDA-ratio of -0.12x (2021: -0.36x).

Events after the reporting date

The acquisition of Institut für Bildungsevaluation AG, announced on 19 December 2022 (company announcement #17/2022), was closed on 6 January 2023.

Trifork Group - development in Cash Flow (EUR 1,000)

Trifork Segment

Financial guidance

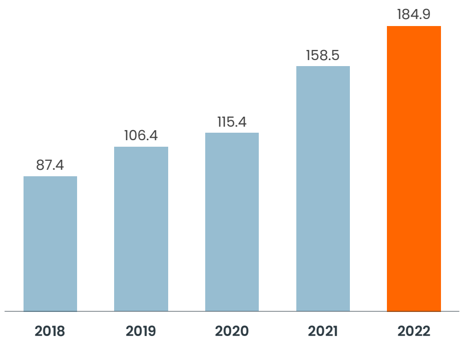
EURm	2022/03	2022/05	Result
Revenue	175 - 180	180 - 185	184.9
Adjusted EBITDA	29.5 - 32.0	30.5 - 33.0	31.9

General

The management finds the 2022 results of the Trifork segment to be within its expectations.

The consolidated revenue for the Trifork segment was EURm 184.9, which is above the original guidance and in the top end of the revised guidance from May 2022. It comprised mainly of organic revenue. The adjusted EBITDA of EURm 31.9 was at the top end of the initial range of EURm 29.5 - 32.0 and in the upper half of the revised guidance range of EURm 30.5 – 33.0.

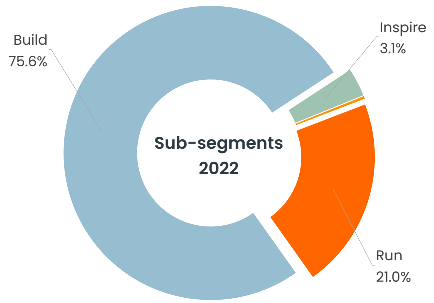
Development in revenue



The Trifork revenue of EURm 184.9 grew 20.0%* compared to 2021 of which 19.0 percentage points came from organic growth and 1.0 percentage point came from acquisitions. The organic growth exceeded the company's mid-term ambition of 10-15% annual organic revenue growth.

67.7% of revenue derived from the private sector and 32.3% derived from the public sector. This is at a similar level as in 2021.

Revenue streams and sub-segments



The revenue streams in the Trifork segment are internally reported in three different go-to-market sub-segment as well as "other".

The services are delivered within the three sub-segments:

- Inspire (inspirational workshops and organizing conferences and trainings on software development),
- Build (development of innovative software solutions for customers) and
- Run (delivery and operation of software products and related services for customers)

Revenue in the different sub-segments has shown the following results:

Revenue (EURm)	2022	2021
Inspire	5.7	2.4
Build	139.8	123.0
Run	38.8	32.7
Other	0.6	0.4
Trifork	**184.9**	**158.5**

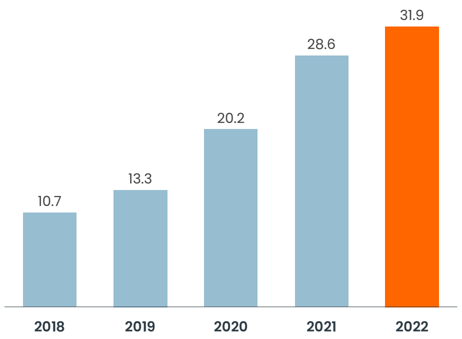
- **Inspire**
  With a revenue of EURm 5.7, Inspire delivered 3.1% of total revenue. Although revenue grew by 140.0% compared to 2021, it is still below the pre-Covid-19 level since in-person conference activities did not resume until the second half of the year. Trifork Group invested in the future growth of Inspire through the acquisition of YOW! conferences.

- **Build**
  With a revenue of EURm 139.8, Build delivered 75.6% of total revenue. 77.0% of this was repeat revenue with strategic customers. Revenue growth was 13.6% compared to 2021 and organic growth was 16.5% when taking the deconsolidation of Dawn Health into account. The acquisitions of 2021 contributed with inorganic revenue of EURm 1.5 to the Build sub-segment.

- **Run**
  With a revenue of EURm 38.8, Run delivered 21.0% of total Trifork revenue and delivered an organic growth of 18.9% or EURm 6.1 compared to 2021. Most Run-based revenue is recurring and comes from sales of Trifork's own products and related services.

* Adjusted for deconsolidation of Dawn Health in 2021. Total growth was 16.7% without adjustments

Development in adjusted EBITDA



In 2022, the Trifork segment realized adjusted EBITDA* of EURm 31.9 (2021: EURm 28.6m) equal to an increase of 11.5%. The adjusted EBITDA margin was 17.3% (2021: 18.1%).

Adjusted EBITDA was divided in the following way between the different sub-segments.

Adjusted EBITDA (EURm)	2022	2021
Inspire	0.0	-0.6
Build	29.3	26.0
Run	6.5	7.4
Other	-3.9	-4.2
Trifork	**31.9**	**28.6**

After the negative effects caused by the Covid-19 pandemic, physical conferences resumed in the second half of the year and contributed to a break-even EBITDA in Inspire. This was also supported by our new YOW! conference activities.

With a contribution of EURm 29.3 in adjusted EBITDA, the Build sub-segment reported adjusted EBITDA margin of 20.9% (2021: 21.2%). The result was negatively impacted by a EURm 0.5 impairment of customer debt as one customer was unable to receive already agreed funding from its investors due to EU sanctions following the invasion of Ukraine.

The Run sub-segment focuses on creating recurring revenue streams by selling Trifork products and related services on long-term contracts. In 2022, significant non-capitalized internal investments were made in new operation centres in Denmark and Switzerland to facilitate further growth (a cost of EURm 1.6). As a result, adjusted EBITDA in the Run sub-segment for 2022 was reduced by this amount and the adjusted EBITDA margin totalled 16.7% (2021: 22.8%).

Other items

Depreciation, amortization, and impairments developed as expected. As no new companies were acquired in 2022, the substance for depreciations and amortizations was not significantly increased.

The financial result of the Trifork segment of EURm -1.9 mainly consists of interest expenses (loans to finance acquisitions and right-of-use assets) and foreign exchange losses (continuous depreciation of the EUR, functional currency of the Group, which then again partly has been offset by positive currency translation adjustment posted in the other comprehensive income).

From 2021 to 2022, adjusted EBITDA grew from EURm 28.6 to EURm 31.9

* Adjusted for special items (IPO-preparation costs, M&A legal costs and other income from deconsolidation)

Description of sub-segments

Inspire

The Inspire sub-segment is primarily engaged in developing and implementing the GOTO and YOW! conferences as well as partner conferences in Europe, USA, and Australia. Inspirational design thinking workshops and training in agile processes and software development are also part of the deliveries. Our YouTube channel GOTO Conferences with 40m+ views is also part of our Inspire activities.

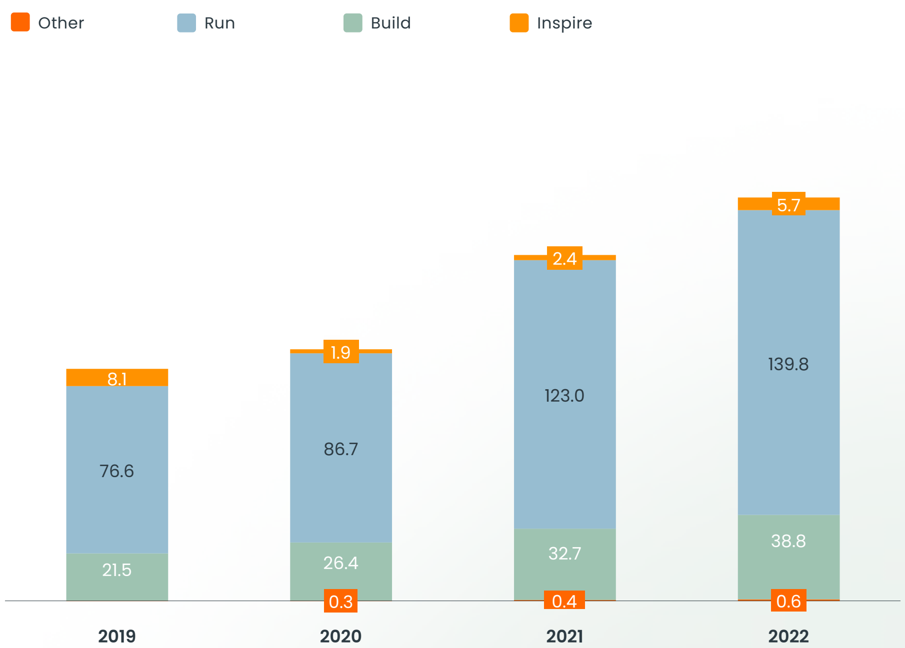
Build

The Build sub-segment is engaged in building innovative software solutions for the customers of Trifork. Our services include building solutions for e.g. financial institutions, healthcare providers, public administration, or leading industrial manufacturers. Our solutions are primarily done on a time and material basis or as fixed price deliveries in cases where Trifork is responsible for the whole implementation of a solution. Most often, Trifork engages in long-term strategic partnerships with major customers.

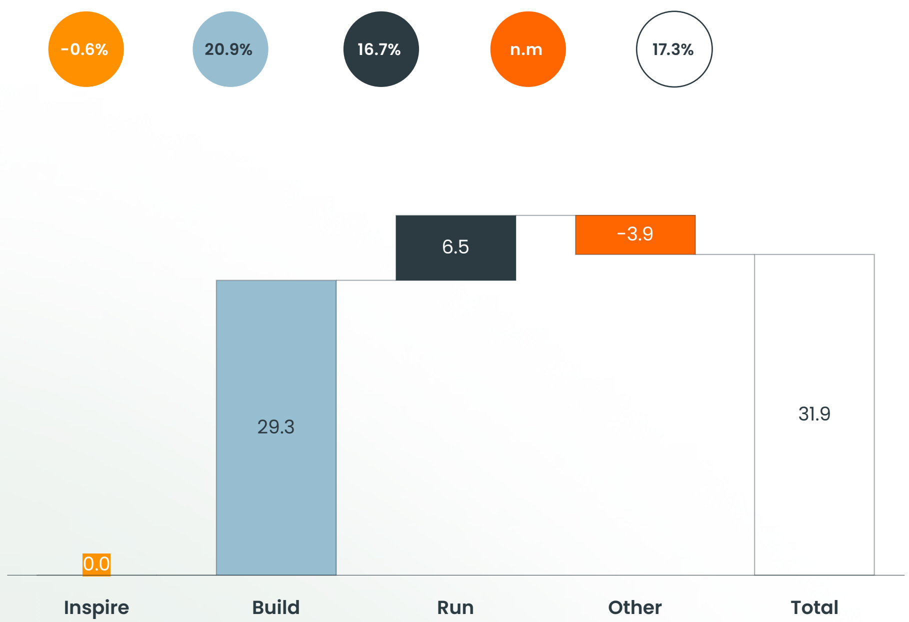
Run

The Run sub-segment is based on product development and sales of Trifork developed products as well as business related to the sale of partner products. Products are either sold separately or in relation to projects where Trifork is engaged in developing a new customer solution. Especially important business areas in Run are Cyber Protection and Cloud Operations.

Revenue by segments



Adjusted EBITDA (non-IFRS) and margins by segments 2022 (EURm)



Trifork Labs Segment

General

In 2022, Trifork Labs made the following new investments:

- Promon AB, which offers unparalleled application protection and shielding technology by extending security beyond the downloaded application and pro-actively detecting and blocking potential security threats at rest and at runtime
- Feats ApS, which is a professional network for people who build products, brands, and businesses
- TSBThree ApS, which follows the same concept as the existing investment in TSBOne
- Fauna ApS, which is a digital health platform used by vets and pet owners.

Trifork Labs continued the work with the existing investments and participated with follow-on investments in:

- Arkyn Studios Ltd.
- Dryp ApS
- Kashet Group AG
- Visikon ApS
- &Money ApS
- Edia B.V.

In total, all the activities in the Trifork Labs segment resulted in an EBT of EURm 4.4 in 2022. Management is satisfied with the result.

Development in EBITDA/EBIT and EBT

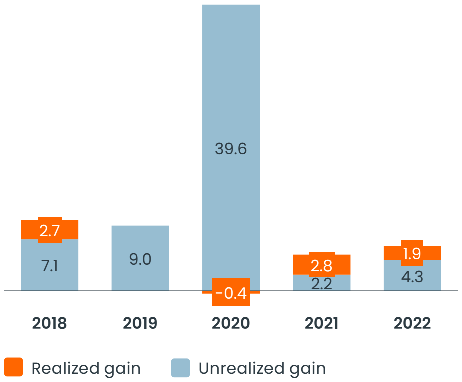
The financial focus for the Trifork Labs segment is to increase the value of the capital invested* and channel tangible revenue or cost synergies to the Trifork segment.

EURm	2022	2021
EBITDA/EBIT	-1.5	-1.5
EBT	4.4	3.3

EBITDA/EBIT of EURm -1.5 were at the expected level (2021: EURm -1.5) as this represents the management cost for the Labs segment, part of which is variable in relation to the annual fair value adjustments.

EBT (earnings before tax) for 2022 was EURm 4.4 (2021: EURm 3.3). The result comprises fair value adjustments from updated valuations, results from exits, and dividends received.

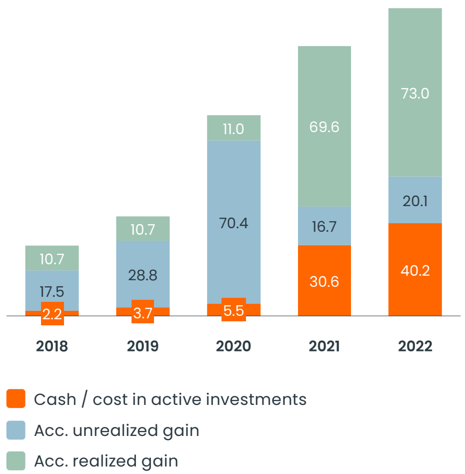
Fair value adjustments



The fair value adjustments equal to 11.4% return on the value of the financial assets.

* Trifork Labs did not consolidate any of the investments since the status and ownership ratio of the investments does not meet the requirements. Therefore, no revenue is generated by Trifork Labs and EBITDA/EBIT only show the cost of running the investment activities.

Total profit from investments

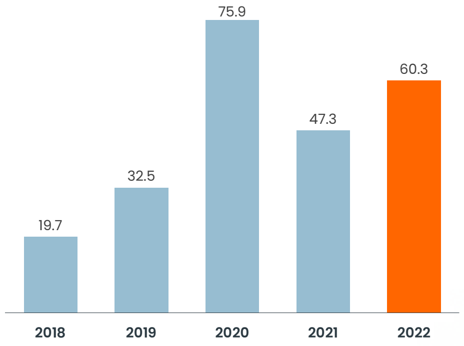


The graph shows the overall financial development and results from the Trifork Labs investments in the period from 2018 to 2022.

At the end of 2022, the total accumulated cashed in profit from exits amounted to EURm 73.0. This includes the deduction of the initial cash invested in all of the disposed investments.

At the end of 2022, the total booked value of investments in the current active Labs companies amounted to EURm 60.3. Of this EURm 40.2 was registered as initial invested amount and EURm 20.1 as accumulated unrealized gains. The EURm 40.2 of initial invested amount was divided with EURm 20.3 from deconsolidated Trifork Group companies and EURm 19.9 as cash investments.

Financial assets



The 2022 development in financial assets was affected by new investments of EURm 10.4, fair-value adjustments of EURm 6.2 (incl. dividends of EURm 0.3) and disposals of EURm 3.3.

In total the value of the financial assets increased to EURm 60.3 at the end of 2022 (2021: EURm 47.3), of which the five largest contributors accounted for 69.4% of the value, the following five contributors accounted for 19.9%, and the remainder for 10.7%.

EURm	2022	2021
Financial assets	60.3	47.3

In 2022, Trifork Group recognized positive fair value adjustments of its Labs investments of EURm 6.2

05

About Trifork Group

Overview

Trifork is a NextGen provider of IT services. We help corporates and the public sector understand how new technologies can improve their processes. We build and maintain customized software solutions, so that our customers can focus on their core competencies.

The software industry is characterized by rapid change. Hence, Trifork always needs to be at the forefront of innovation to stay relevant for our customers. Our culture is deeply rooted in curiosity about new technologies. It means that we can attract highly skilled people, which in turn ensures competitive strength.

Trifork Group is organized into two segments. In the **Trifork segment**, we deploy customized software solutions within our customers' existing IT architecture. In most cases, the intellectual property is transferred to the customer after implementation. Besides building and continuously maintaining and extending the software, we also arrange conferences and design workshops that are meant to inspire our customers and our own developers. We have also built one of the largest tech channels on YouTube called GOTO - with more than 40m views, from which we gain valuable insight about the broader interest in various software topics.

TRIFORK SEGMENT

1,062
People

66
Business units

25
Offices

14
Countries
Denmark, Sweden, Switzerland, Austria, United Kingdom, Netherlands, Germany, Poland, Hungary, Spain, Portugal, USA, Latvia and Australia

6
Business areas
Digital Health, Fintech, Smart Building, Smart Enterprise, Cloud Operations, Cyber Protection

In the **Trifork Labs segment**, we invest in software product start-ups. We usually enter at the very early stage of their development – sometimes as co-founders. Trifork Labs functions as our experimental research and development unit, where we can learn about new technologies and possibilities of software. At the same time, we share the investment risk with the founders and other investors instead of bearing the risk entirely ourselves. We always look for synergies between the start-ups and the Trifork segment. For example, Trifork can resell a start-up's solution, or enter into a strategic partnership.

TRIFORK LABS SEGMENT

24
Software start-ups

60.3 EURm
Book value

4
Categories
Strategic Collaboration, Product Innovation, Technology Inspiration, Digital Sustainability

Our culture is deeply rooted in curiosity about new technologies. It means that we can attract highly skilled people, which in turn ensures competitive strength.

Competitive strengths

Trifork Group has a track record of growth and profitability. Since 2007, our compounded annual revenue growth rate has been 24%. In the same period, there has never been a single year without profit on the bottom line.

The IT services market is growing steadily due to the extensive need for digitalizing both the private and the public sector. However, given Trifork's relatively small size in a global perspective, our growth is not directly explained by the overall market growth in any given year. Rather, Trifork's growth derives from our selective approach to certain supporting trends within the IT market and our ability to utilize a unique organizational model to execute our go-to-market strategy effectively.

1

Focus on supporting trends

THE MOBILE ENTERPRISE:
The widespread use of smartphones and tablets has resulted in a steadily increasing adoption of mobile solutions in the enterprise segment. However, only 15% of large corporates have fully adopted a "mobile-first" approach, according to one of Trifork's global business partners. Trifork Smart Enterprise has built a strong reputation within app development and ERP integration, and is well positioned to take advantage of the many opportunities arising within enterprise mobility.

EFFECTIVE HEALTHCARE:
Populations are aging in developed countries, which puts pressure on the healthcare sector to increase the quality of care while cutting costs at the same time. Hence, hospitals, clinics, and their surrounding ecosystem need to invest in efficiency-increasing software that improves e.g. coordination and decision-making. Trifork Digital Health has operated successfully in Denmark for 25 years and is now expanding internationally.

CYBER RISK AWARENESS:
Competitive espionage, geopolitical tension, cybercrime, and terrorism can put corporates out of business instantly, and cyber security is hence on top of the agenda in all types of organizations. Trifork is increasingly being asked to deliver cyber protection solutions such as penetration testing, logging, app shielding, and managed detection and response.

SUSTAINABILITY MOVEMENT:
Companies and public entities are rushing to reduce their environmental footprint. By investing in software, companies can become more effective in their supply chain sourcing and production, which leads to reduced material usage and less waste generated. Trifork is met with great demand for such solutions. We have also invested in our own smart building concept, where we show the construction industry how software plays an instrumental role in making buildings more sustainable.

FINTECH REVOLUTION:
Most financial institutions operate on a patchwork of legacy IT infrastructures, which limits the flexibility of operating the business and leads to underwhelming customer experiences. New technologies have emerged in recent years allowing e.g. banks, insurance companies, and payment processors to operate on light, flexible, and compliant infrastructure and to deliver the entire customer experience in a mobile app. Trifork Fintech has built a strong reputation through well-known solutions in the Danish market, such as Young Money and MobilePay. We are now scaling our fintech competences abroad.

CLOUD CONTROL:
More companies want to take control over their cloud infrastructure. This trend is especially driven by privacy concerns, but also by a desire to run a flexible application setup. Being a close development partner for corporates puts Trifork Cloud Operations in a good position to host our customers' applications fully or partially in our own data centres.

2

Decentralized Teal organizational model

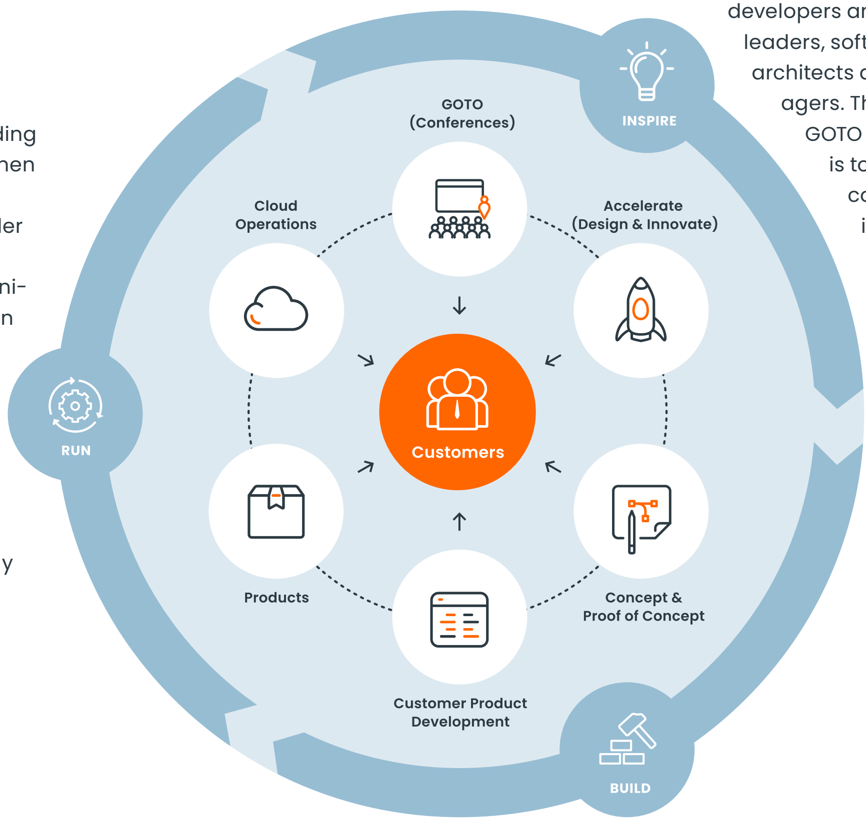
We nurture a mindset of being small and nimble as we continuously grow our family of independent business units. Instead of rigid hierarchical management structures, Trifork operates with distributed authority and collective intelligence, in which natural hierarchies emerge and dissipate depending on the situational context. This decentralized model encourages entrepreneurial spirit, motivation, innovation, collaboration, talent attraction, and retention.

As of 31st December 2022, Trifork had 66 business units. They all share a joint DNA, culture, and philosophy but they independently manage their own units, including sales strategy, cost control, and hiring. When each unit grows to reach around 42 employees, it is divided in two, and a BU leader is selected for the new unit. Talents with leadership aspirations are given opportunities they would otherwise wait longer for in other organizational models. Keeping units small ensures quick decision making and a shared sense of responsibility and urgency to reach the unit's targets on growth, profitability and churn rates. We also arrange workshops where business units can inspire each other with learnings, new technology capabilities, and sales opportunities.

3

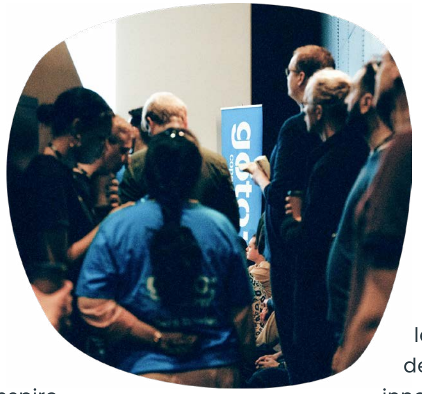
Full-circle go-to-market model

Trifork's go-to-market model is based on the three sub-segments, Inspire, Build and Run, which we consider to be the three phases of our relationship with each customer. The go-to-market model is designed to ensure that our customers are at the center of all activities carried out by Trifork, and that Trifork maintains a strong customer relationship throughout the software development journey. This go-to-market model is vital to Trifork's success as it enables us to be close to and drive innovation.



INSPIRE

The aim of the Inspire phase is to enable the creation of ideas. The Inspire phase can be broken down into two parts. The first part revolves around the GOTO and YOW! brands and includes our conference activities. The conferences are a source of inspiration for both customers and our colleagues and serve as a customer acquisition channel. GOTO and YOW! conferences are enterprise software development conferences, hosted by us as developers and intended for team leaders, software developers, architects and project managers. The ambition of each GOTO or YOW! conference is to facilitate the best content, on the most important technology topics, presented by thought



leaders in the fields of software development and technological innovation. The content is shared on YouTube, which has made GOTO Conferences one of the largest tech channels with 330,000 subscribers and 40 million views. By monitoring YouTube viewer data, we can see where the market interest is for various new innovation topics, which helps us plan for the future.

The second part of the Inspire phase, delivered by the Trifork Design Thinking teams, is tied to specific customers and serves as a bridge to the Build phase. This part of the Inspire phase includes specialized workshops designed to help customers refine and deliver innovative digital solutions and concepts. We inspire and build prototype software solutions in these workshops based on an approach that emphasizes system design.

BUILD

Following the creation of a functioning prototype or a strategic roadmap together with the customer, we are often asked to develop a fully featured solution. We estimate that the conversion rate from customer-specific Inspire workshops through to the Build phase is approximately 70%.

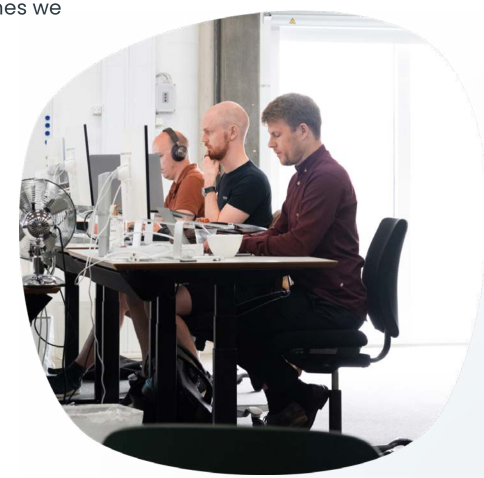
Build is most often carried out in the form of short development phases called "sprints", through an agile "scrum" development process. The scrum framework for software development includes frequent customer touch-points and a series of sprints to ensure that development is constantly refined and that all parties involved in the development process are aligned on shared goals. At the end of each sprint, our teams present the outcomes to the customer to validate the developed functionality. We then set new goals with the customer for the following sprint. These sprints continue throughout the execution phase and conclude with the finalization of the product.

We believe that an agile software development process is instrumental for developing novel solutions, applying next-gen technology, and an effective means of meeting customer expectations and reducing development risks. Working closely with the customer, we develop tailormade software solutions which often include standard components, open source components, and Trifork-owned components. The agile nature of the work process enables us to deliver bespoke software and fully functional systems in three to six months. We offer product development solutions, mobile first solutions, SAP solutions, design and migration as well as cloud-based operations. Everything with a high focus on design and user experience.

RUN

Once the Build phase has been completed and a solution implemented, Trifork also offers service agreements where we operate the product solution. When operating service agreements, we continuously update our customers' platforms with the newest technology. This recurring business keeps us very close to them. We also offer to operate and host our customers' private, public or hybrid cloud systems. The products that we develop are typically designed to be agnostic between public and private clouds, ensuring a high degree of flexibility for our customers.

When a particular concept has been implemented a number of times for different customers, it becomes a candidate for Trifork's standard product portfolio. Sometimes we hold the IP rights for such concepts/products and other times our customers initially own the IP and then we later negotiate the IP back to Trifork. In general, the revenue potential from Run increases as the number of such standard products grows.



Strategy

Our key strengths have positioned us well to take advantage of the continued growth in demand for innovative solutions in the next-gen technology market. Our strategy consists of the following building blocks:

A Perfect "The Trifork Way"

The "Trifork Way" is a reference to our philosophy and way of doing business. Since our industry is ever-changing, we must constantly learn new technologies through education or research by experiments.

Therefore, we focus on:

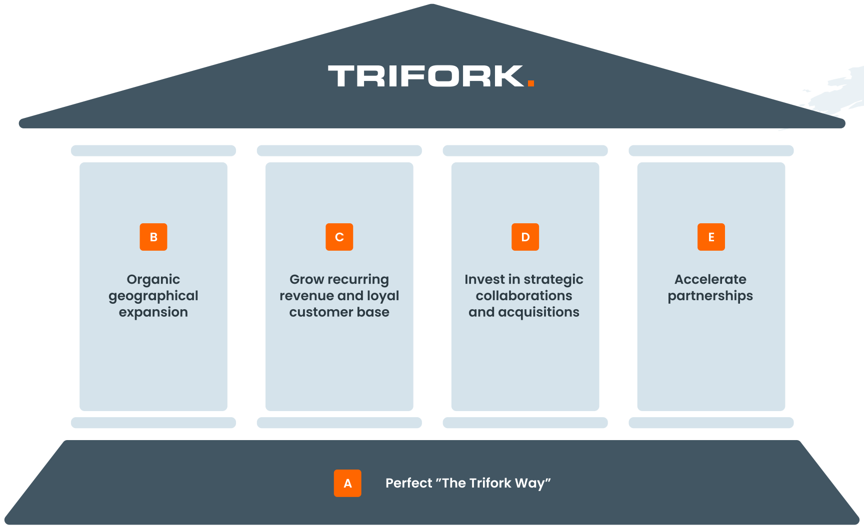
1. **Promoting a learning environment** and next-gen capabilities by continued focus on inspiring our staff via our GOTO and YOW! universe and developing their technical skills through education and experimentation through e.g. hackathons and internal knowledge networks.
2. **Supporting our culture by advancing the Teal organizational model,** where we ensure decentralized decision making and an unbureaucratic way of interacting with our customers.
3. **Being the best place to work** by making room for people to take initiative, work with solutions they are passionate about, deliver quality work and/or launch their ideas on improving the world with software.
4. **Supporting our Trifork Labs R&D**-model by promoting and praising entrepreneurship. We have a solid track record of helping early-stage startups enter a pathway towards scalable business success. We have made our R&D efforts a profit center where risk is shared with other investors. We focus on prioritizing ideas with real business potential and using the right technologies.

B Organic geographical expansion

Building on Trifork's existing competences and business areas, we focus to grow our geographical footprint. Our strategy is to deepen and strengthen our position in the geographies where we already do business and where the need for our solutions still leaves a large untapped potential for growth.

Our organic international expansion rests on two pillars:

1. **Growing our business units organically:** Trifork will continue to strive to outperform the market in organic growth by seeking to constantly develop and cross-utilize our know-how and assets between our business units and lab companies. Our organizational teal structure also means that we can tactically expand geographically when a new unit is spun off from an existing one.
2. **Internationalizing selected solutions**: Trifork has developed certain first-mover solutions that receives international attention. One example is our deep know-how within digital health data. With our participation in the European HL7 standardization work, Trifork is well positioned to offer our experience in an international context. Our work with Compassana in Switzerland is a recent example of such expansion. We also see great opportunity to internationalize our Fintech capabilities, while Smart Enterprise and Cyber Protection are met with especially strong demand which may lead to internationalization beyond our existing geographical footprint.



C Grow recurring revenue and loyal customer base

In today's world, applications and systems need continuous development, making us move away from isolated projects and towards deeper customer relationships. By being a full-cycle service provider across Inspire-Build-Run, we focus on developing Trifork's revenue mix with an emphasis on loyal customers and recurring revenue growth.

Historically, "Run" revenue has shown the highest organic growth rates and is a solid base of recurring business, i.e. in long-term maintenance contracts, cloud operations, and cyber protection. Our strategy is to expand these offerings and grow across existing Trifork markets.

Within our "Build" revenue, we have a loyal customer base, where around 2/3 of the revenue historically has come from repeat customers (defined as being a customer for minimum two years). This revenue is technically not classified as recurring, but it nevertheless still contributes strongly to the stability of Trifork Group's revenue.

D Invest in strategic collaborations and acquisitions

Trifork has a long track record of creating value for our shareholders through acquisitions and investments in companies formed through strategic partnerships. In the medium term, which we define as a rolling three-year period, we aim to achieve up to 10% annual revenue growth from acquisitions. Our balance sheet is strong with a net debt/adjusted EBITDA ratio of 0x. We are very comfortable with a gearing up to 1.5x but have the option to occasionally move above 1.5x if a solid opportunity arises.

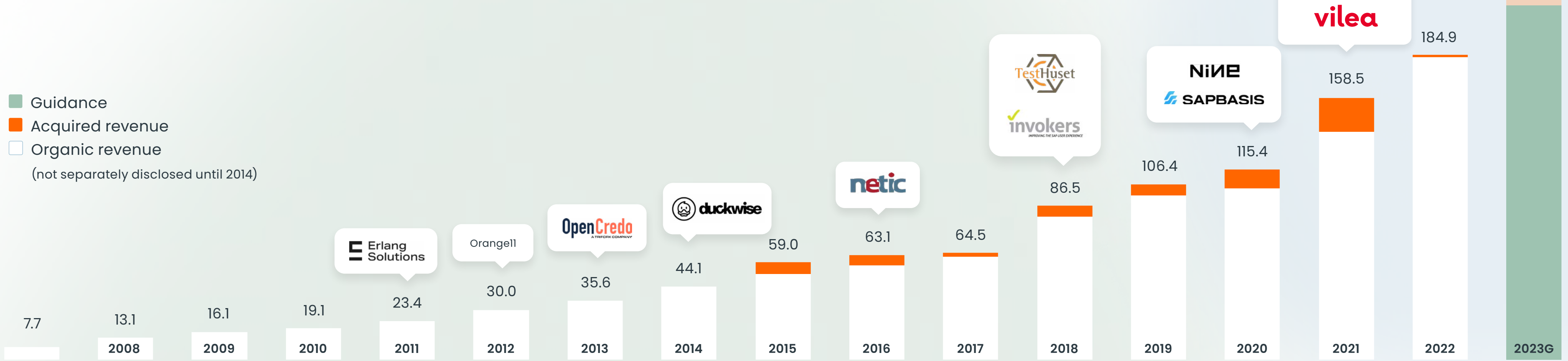
1. PARTNERSHIPS:
Trifork aims to continue to identify strategic collaborations with customers and partners to develop solid companies solving specific needs in the market. This is typically done with the partner(s) in a model that creates a close strategic collaboration, enabling us to create high value and competitiveness together while ensuring Trifork's continued involvement. We will continue to focus on these collaborations and develop more partnerships like existing ones such as &Money, Dawn Health, Visikon, Kashet and Bookingplatform.

2. ACQUISITIONS:
Closely linked to our geographic and business area strategies, we seek to carry out tactical and strategic acquisitions. In doing so, we diligently pursue "sweet spot investments".

Our usual and preferred way of introduction to a potential acquisition is through customers or strategic partners. We often work on customer solutions with other software providers, which is an excellent way for Trifork to carry out an informal due diligence of competence and delivery model of such providers. Trifork's close partners also know which type of companies we look for generally, and they usually help us with recommended introductions.

Targets are in a sweet spot if they meet the following criteria:

- **Strategic match**: We focus on capability-driven majority stake acquisitions within our six business areas Fintech, Digital Health, Smart Building, Smart Enterprise, Cyber Protection, and Cloud Operations. We are especially focused on a strong mobile offering, solid reference clients, and solutions that are mission critical to customers. The latter ensures revenue stability when OPEX/capex cycles turn down.
- **Cultural match**: We look for businesses that are led by committed founders with strong domain knowledge, preferably from a technical background, with good communication skills, appealing personalities, and broad networks. The "Trifork Way" and teal organization provides a unique space for such entrepreneurs to thrive after becoming a part of Trifork Group.



The founders remain in leadership control of their business after the acquisition while keeping a significant minority stake that can later be sold in tranches to Trifork if they wish to do so. We are proud to say that almost all founders have remained in the Trifork Group after we acquired the majority of their company.

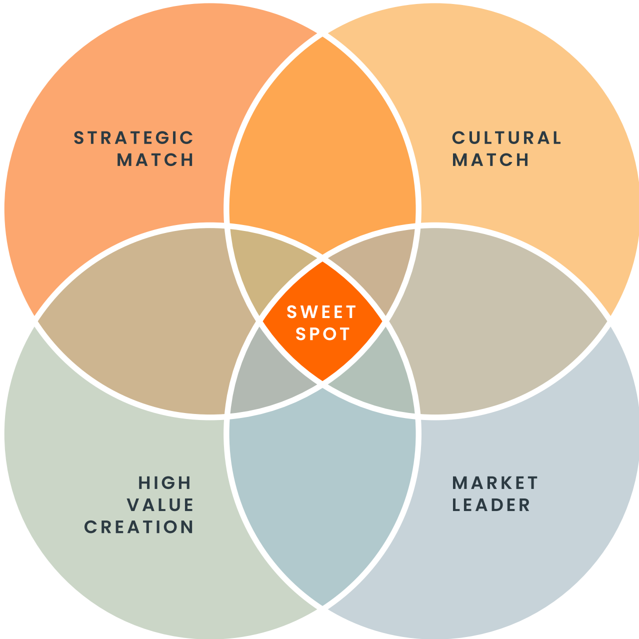
Trifork prefers smaller M&A targets of 10-50 employees which presents a greater potential upside, allows for seamless integration in Trifork's teal organization, and offers higher degrees of operational flexibility. Important elements of our due diligence are the employee turnover and seniority, their motivation and passion for technology innovation, and the team members' collective and individual skillset.

- **High value creation:** In general, Trifork never engages in bidding rounds, we very rarely consider exit-cases, and we employ a high degree of pricing discipline in our acquisitions. Historically, Trifork has acquired companies at valuation levels that have fostered multiple arbitrage.

We only consider companies with a track record of good profitability, and where we believe an acquisition can contribute to sustained double-digit organic sales growth and a higher operating margin of Trifork Group over the medium and long term.

We primarily engage in dialogues where we assess whether we can make a positive difference to the value creation in a company in which we are about to invest. We engage in cases where the founders want to continue within their company and seek options to develop and scale up their business.

By becoming part of a network of like-minded people, the acquired companies can collaborate selectively with other Trifork business units, which results in a stronger opportunity set within their existing offering, but also the possibility to sell other capabilities that they can leverage from Trifork's 62 business units. Ultimately, this leads to increased revenue growth. In addition, Trifork's management provides coaching and sparring on organizational development, strategy and business plans.



- **Being a market leader:** When assessing a company's growth and value potential, we also pay close attention to its relative competitiveness. In our view, being a market leader does not necessarily mean being the largest in a field, but rather being the best or the frontrunner in defining a new technology or market.

Good examples of this are our previous acquisitions of Invokers (2018) and Vilea (2021) that are frontrunners in modern mobility solutions, i.e., on the new SAP cloud-based architectures and in designing great user experiences in the enterprise space.

E Accelerate partnerships

We seek to constantly strengthen and grow our partnerships, i.e., in the form of re-seller relationships, business development partnerships and operational partnerships with leading companies in the technology industry. With these partnerships, Trifork deepens its know-how in specific technologies and products, and a number of Trifork experts are certified in leading partners technologies.

Trifork presents the partners' products and services, when they are suitable for the customer solutions – i.e., delivering specific competencies or offerings. Trifork is particularly focused on developing its relationships with vendors within the Smart Enterprise business area, as such relationships enable us to offer additional flexibility in addressing our customers' needs. We focus on augmenting with smart layers to improve performance and develop better user experiences for employees.

Current strategic partners include Apple, SAP, Google Cloud, Microsoft, and Amazon Web Services. We also have operational partnerships with e.g. NVIDIA, AxonIQ, and Humio (the latter two coming from Trifork Labs).

Business Areas

Trifork delivers its services across three distinct verticals (FinTech, Digital Health and Smart Building) and three horizontals (Smart Enterprise, Cyber Protection and Cloud Operation).

Where the verticals are focused on specific markets/domains, the horizontals are more agnostic to the markets and support both the vertical markets as well as other markets.

In the verticals we have deep domain knowledge, and in the horizontals, Trifork has very strong technical capabilities and operational skills developed over many years.

In all business areas, we are creating solutions and concepts for our customers and support them on an ongoing basis.

12.5%

FinTech

10.5%

Digital Health

3.4%

Smart Building

Smart Enterprise 45.6%

Cyber Protection 8.4%

Cloud Operations 16.2%

FinTech

STRATEGIC PRIORITIES

- Expand in Switzerland, Denmark, Sweden, the Netherlands, and the United Kingdom
- Build new partnerships around new eco-systems and 3rd party offerings
- Further leverage cross-selling, by utilizing capabilities across the Trifork group of companies
- Create products from services and acquire specialist product companies
- Further invest in new Fintech resources and capabilities

REVENUE (EURM)

In 2022, revenue of approximately EURm 3.5 was reclassified from Fintech to other business areas due to a change in the type of solutions delivered.

The FinTech Market

Technology is increasing its importance for the financial sector, as any company lacking a strong technology strategy will struggle to succeed. Banks are no longer monopolistic standalone entities. Technological advances drive a massive ongoing disruption, and incumbents must look at themselves as part of a larger ecosystem.

In 2022, financial sector modernization continued, leading to increased digital customer experiences and a trend towards a cashless society, with cash usage in Denmark falling below 10%. This shift has created new challenges for the industry to protect itself and clients from digital criminal activity.

The financial sector has suffered critical data leaks, leading to increased demand for stronger security and modernized systems. Customers also prioritize anti-money laundering solutions to meet regulations.

Looking outside the Nordic region, online banking is continuing to grow across markets, and a significant untapped potential still exists. The penetration rate varies from 15-96% across Europe and the average is estimated to be around 60% (Statistica, 2023).

The emerging trends in open banking, and platform companies offering banking-as-a-service, are changing the playing field and the structure of the industry, as barriers to entry are lowered. We expect that the banking and insurance sector will continue to invest heavily in digital and user-friendly solutions.

Our FinTech Business

At Trifork, we are specialists in developing customer facing solutions, digital advisory tools, infrastructure, and ecosystems. With our Inspire-Build-Run model, we empower our customers in banking, investments, and life- and non-life insurance to reach their digital ambitions and cost targets.

With 15+ years of dedicated industry experience, we have won new customers in Sweden, UK, Switzerland, and Denmark, thereby increasing our FinTech service offering and geographical footprint. The FinTech business in Trifork is driven by a range of our Trifork business units but also by our sub-brands.

Nine digitalizes public and private Denmark by partnering with entities such as the Danish Business Authority, the Capital Region of Denmark, and the Danish Customs and Tax Administration.

Duckwise brings businesses into the digital age. Their team is experienced, creative, and knows how to make success happen through their proven design process.

Netic makes digitalization happen through secure IT operations. They are an operations partner to business-critical IT solutions.

Erlang Solutions builds transformative solutions for some of the most ambitious companies such as Mastercard, Bloomberg, and Klarna.

TestHuset assures the quality of FinTech software by providing tests and advisory.

Trifork Labs is also active in several breakthrough FinTech companies, that we also consider part of our community: Kashet, &money, bconomyDK, Beem, and Firmnav.

In 2022, our FinTech teams worked on several interesting solutions. One example was upgrading the bconomyDK invoicing engine, which resulted in 85–90% accuracy in reading all Danish invoices. Another example was the team's work on the development of the digital front-end for Kompasbank, a new Danish bank focusing on small and medium-sized enterprises.

In the first half of 2022, we also supported and created solutions for our Labs investments in the challenger bank Kashet. In cooperation with three large Danish banks, we also continued the work on the development of the YoungMoney app.

Perfecting customer service in health insurance through a secure and efficient platform

CUSTOMER
Bookingplatform, Danica, PFA, Aleris, Capio and others

INDUSTRY
Insurance

BUSINESS AREA
FinTech

CASE STORY

A need for a unified compliant communication platform

More than 2 million Danes hold a private healthcare insurance, and 97% of these are provided by their employer. In total, 900,000 injury cases within private healthcare (private hospitals, chiropractic, physical therapy and psychology) are processed annually in Denmark. Many insurance claims are handled daily between private healthcare providers and insurance companies.

The private healthcare and insurance industry holds a lot of different players, who to a large extent use their own IT systems and case-handling solutions. This has led to a fragmented IT landscape. As a result, the industry is troubled by time-consuming processes and a high risk of manual errors. Furthermore, the communication between the parties is suboptimal, since they use various systems to register, refer, and track insurance cases and injuries. This all leads to a longer treatment process for the patients.

With this in mind, Trifork and Sundhed Danmark co-founded the company Bookingplatform.

More time for customer service and care

The ambition of the platform is to become the preferred self-service platform for easy, secure, and efficient communication and booking of private healthcare services in Northern Europe.

Initially, market validation was done to clarify if there is a need in the market and how this need would be fulfilled effectively. We focused on user-driven development from the beginning. In close collaboration with healthcare providers and insurance companies, a minimum viable product was tested to scope the solution right and to release a product fast that created value for users from the start.

Streamlining the patient journey while reducing cost

Bookingplatform’s product, Sundhedspartneren, is a booking and communications platform that offers a scalable solution and standardises several processes, such as the taxonomy, the payment guarantee and request, insurance claims, and consent agreements. In addition, the solution allows for exchange of chat and notifications between the parties securing and streamlining communication.

The solution provides additional empowerment to patients by allowing them to book their own appointments. It brings the insurance customer (the patient) closer and offers a treatment plan based on their schedule and needs.

“The platform helps our customers and us with healthcare insurance with a simpler, compliant, and efficient communication with providers and private hospital, in addition to a simpler and more smooth treatment process for our customers and us. Finally, and most essential to us, is that the data security is top quality.”

Thomas Skrostrup
Insurance director, Danica

The platform leads to cost reductions for the involved companies. The time spent on administrative tasks has decreased significantly while patients experience shorter waiting time. They can choose an appointment that suits them and get a faster treatment.

Enhancing the service offerings and focus on international growth

Sundhedspartneren was launched in Denmark in 2021 and is currently used by two of the largest insurance companies, Danica and PFA, in collaboration with 20+ healthcare providers, such as Aleris and Capio.

The company has created a scalable platform, where new service offerings and languages can easily be added to the solution. Bookingplatform is currently expanding its reach via integrations with new patient journal systems and by adding other healthcare services. Bookingplatform plans to utilize the solid foundation it has built to create a unified platform for the majority of insurance companies and healthcare providers across Northern Europe.

Digital Health

STRATEGIC PRIORITIES

- Particular focus on interoperability and application of new technologies
- Expand Digital Health business in the DACH region
- Internationalize existing solutions for optimized patient journeys and collaboration enablement, with particular focus on private hospitals & GPs.
- Establish new business within shared care, hospitalized children, and assisted living

REVENUE (EURM)

The Digital Health Market

An ageing population with more chronic diseases will be driving up costs in Western economies and, consequently, the demand for new healthcare services and medical products. This increase in demand collides with a temporarily restricted supply of qualified labor and results in accelerating needs for smarter solutions and efficiency in the delivery of care. Digitalization contributes to streamlining processes.

We also observe that the healthcare industry is increasingly embracing digital transformation. However, fragmented and often decentralized systems pose a significant challenge, as they prevent seamless sharing of information between systems, professionals, and patients.

We are also seeing a trend towards more solutions being launched in both the private and public regulated space, i.e., companies launching CE-marked apps for patients or Software-as-Medical-Device (SaMD) to assist professionals in their decision making. These types of solutions will assist healthcare professionals in their decision-making by forming a quick overview of the patient situation.

Within this area, we see artificial intelligence (AI) for medical purposes, telemedicine (the remote handling of patients), and patient reported outcome all adding to the efficiency and safety in healthcare.

Our Digital Health Business

At Trifork, we remain committed to our mission of improving the lives of patients and healthcare professionals.

Our Digital Health teams possess deep know-how in interoperability, international standardization, and a range of sector-specific insights in treatment and medical areas.

In 2022, we continued our focus on international expansion, strengthening our teams, and investing in building our portfolio of own and partner product solutions.

In Switzerland, we initiated a partnership with Blue Space Ventures, with the aim to transfer our Danish experience and knowhow into the Swiss healthcare market and build a partnership towards key stakeholders in the Swiss market. Blue Space Ventures is a consortium formed by key parties from the Swiss healthcare ecosystem. We believe it represents a really interesting combination of parties, who can drive digitalization and innovation to the benefit of patients and healthcare professionals.

When taking the deconsolidation of the Dawh Health business unit into account revenue grew with 67.2%.

Another strategic milestone in 2022 was the completion of our ISO 13485 certification, which means that our Danish digital health team is now certified to work in the regulated space of end-to-end solutions in digital health.

We continued our focus on telemedicine and shared care solutions, enabling doctors and patients to have convenient and seamless online consultations.

We deepened the investment of two health products, one supporting the orchestration of interoperability utilizing the FHIR HL7 standard in healthcare (used with Blue Space Ventures), and the other facilitating structured quality assurance processes. We expect that both platforms will be highly relevant in coming customer engagements and that they will strengthen our overall value proposition in the market.

In Trifork Labs, we continued working and exchanging knowledge with Visikon, Dawn Health, ExSeed, and Fauna. We are constantly evaluating new investment opportunities within Digital Health startups.

Trifork has obtained the important ISO 13485 certificate – a license to provide advanced medical software to the healthcare market

INDUSTRY
Healthcare

BUSINESS AREA
Digital Health

CASE STORY

European Union MDR and ISO 13485 standards for quality assurance in medical software

Trifork Digital Health operates in the health-care domain and provides both regulated and non-regulated software. To ensure compliance with the European Union Medical Device Regulation (MDR) in the regulated software domain, Trifork has obtained the ISO 13485 certification.

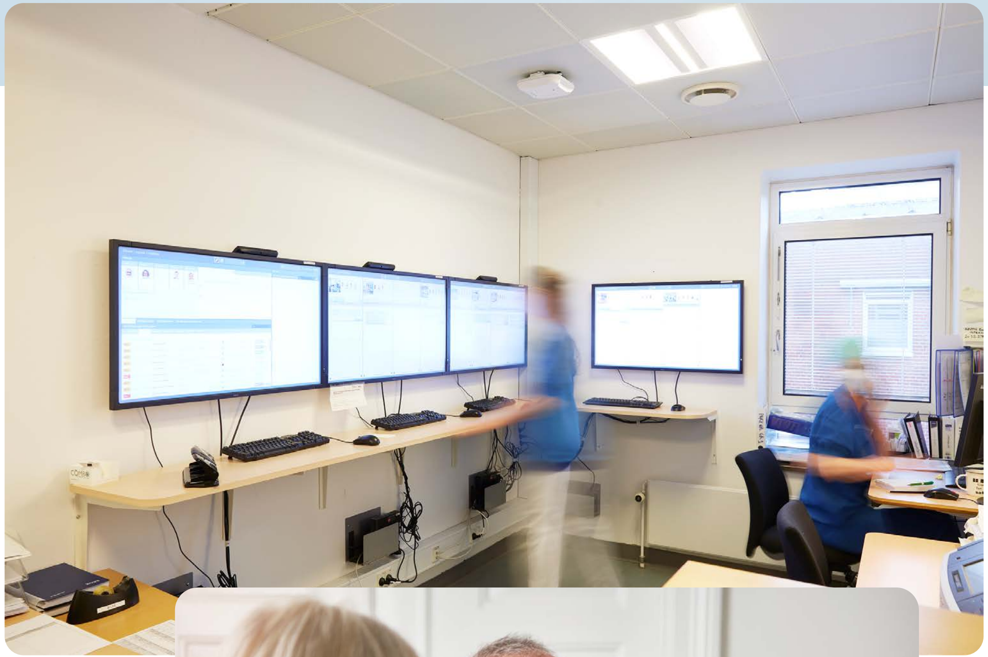
ISO 13485 is an international standard that sets guidelines for quality assurance in the production of medical devices, including Software as a Medical Device (SaMD). Adhering to this standard for quality assurance ensures that patients can rely on our software and expect it to be safe and effective.

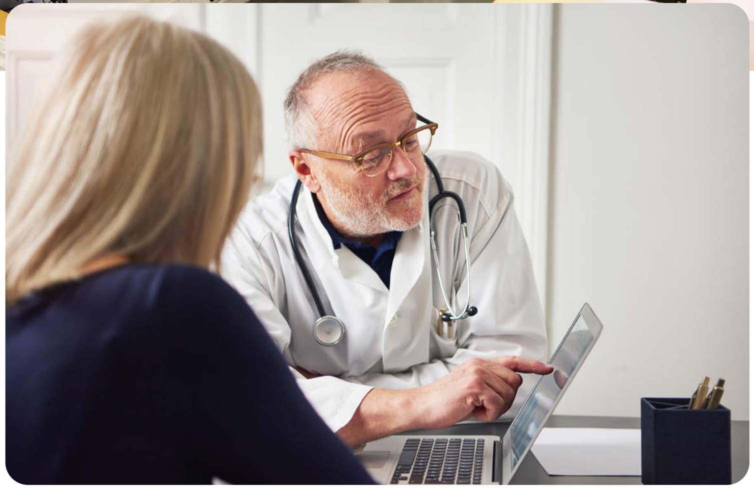
Obtaining the widely recognized ISO 13485 certification is an important milestone for Trifork as we expect it to significantly enhance our competitiveness internationally by being able to demonstrate compliance with regulatory requirements (such as those set by the FDA and MDR) which increases the chances of getting our software approved and marketed globally.

Leading the way in European certifications

At Trifork, we recognize the increasing pressure on the European market regarding certifications under MDR and we have taken proactive steps to lead the way in this area. Our unique approach sets us apart as first movers within nationwide digital healthcare infrastructure solutions. By incorporating this new expertise into Trifork, we can enhance our products and projects, making them even more valuable to our customers.

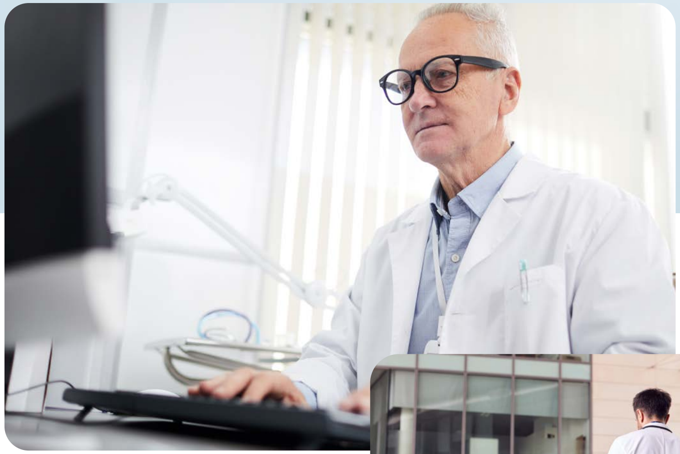
The demand for CE certified solutions will increase in the future as more customers will be subject to the MDR. With ISO 13485 certification issued by BSI, we can demonstrate that our software is safe for patients and meets the highest level of security standards. This not only instills confidence in our customers but also satisfies the National Health Agencies. This new Trifork capability is scalable and can be extended to all Healthcare Business Units across Trifork. With this, we can secure our own solutions, existing customers' solutions, and future customers' solutions.





Trifork has obtained the important ISO 13485 certificate – a license to provide advanced medical software to the healthcare market

CASE STORY



A unique approach to ensuring safety and staying at the forefront of technology

At Trifork Digital Health, the certification process for ISO 13485 is managed by our Software as a Medical Device (SaMD) Business Unit. This unit documents the procedures for designing, developing, testing, manufacturing, installing, maintaining, and servicing the software. This allows for flexibility in the technology used during development, enabling Trifork to stay at the forefront of technology and advancements.

As there are increased requirements for ensuring the safety of our products, we are accountable to each of the applicable national health agencies in the European Union. Currently the Danish Medicines Agency, since we have our first medical software solution placed in the Danish market. We prioritize transparency by documenting all actions and decisions, allowing for easy traceability. A risk-based approach is taken in all our development to ensure the safety of patients and the clinical benefit provided by our software. The development process is managed through established frameworks, with close collaboration between the development team, a risk team, and a clinical team. This approach is unique and sets us apart in the industry.

Increased responsibility and competitive edge in medical software

Obtaining the ISO 13485 certification means that an external party has verified and approved our technical documentation. It is the most comprehensive certification available and allows Trifork to produce software that is even more user centric. This certification also signifies an increased level of responsibility on our part.

ISO 13485 is an essential standard for ensuring the quality and safety of medical devices. It not only enhances trust from customers and regulatory authorities, but it also provides a competitive edge in the international market.

With this certification, Trifork is now able to serve a wide range of clients both nationally and internationally, completing the full circle of our service offering.

"As a customer navigating the initial phase of obtaining the MDR-certificate, we have felt secure and well-informed with Trifork. They have effectively communicated the complexities of the process, providing accurate budget and timeline estimates, and tailored their level of detail to meet our specific questions and needs. Additionally, the MDR certification process is an exciting opportunity for growth and provides assurance for our users."

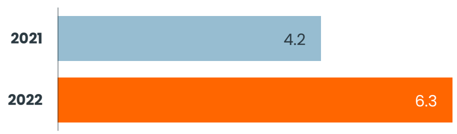
Gitte Borup
National System Manager,
Northern Region of Denmark

Smart Building

STRATEGIC PRIORITIES

- Expand Smart Building, Smart Factory, and Industry 4.0 concepts to attract new customers and increase revenue from existing customers.
- Expand existing markets by scaling and promoting existing product offerings.
- Continue to develop attractive and scalable concepts through R&D in TSBOne and partnerships with building hardware companies.
- Grow outside our existing largest markets (Denmark and Switzerland).

REVENUE (EURM)



The Smart Building Market

The Smart Building market is growing, driven by an increased focus on resource consumption and climate impact. It is partly motivated by the impact of the combined energy and climate crisis. Even though the economic climate is challenged, the increasing focus on CO2 reduction drives a move towards better quality and higher availability of data-driven insights into both the construction and operation of the built environment.

While the European markets are still expected to show high demand for Smart Building solutions due to the ambitious CO2 reduction targets set forth in the European Green Deal agreement (55% by 2030), additional pull from the market will increase as commercial real-estate tenants require more data about their operational efficiency.

Smart Building technologies enable data-driven facility management and promise return on investment in strategic, operational, and financial aspects. Smart Building technologies support a “twin transition” in the building sector towards higher digitalization and a more sustainable construction and operation of the built environment. The same development can be seen in the Smart Factory and Industry 4.0/4.U areas. Getting better insights into the footprint of production and enabling optimization through better and more granular data becomes a strategic asset for more and more companies.

Because multi-vendor ecosystems still characterize the Smart Building and IoT market, customers in the sector are looking for analytics across subsystems, seeking to harvest optimization potential through the correlation of data and activities. They are looking for opportunities not only for static optimizations and preventive maintenance but also for predictive maintenance and dynamic optimization of assets and production.

Several technologies will impact the Smart Building technology space, amongst which Industrial IoT and Artificial Intelligence are among the biggest. But other technologies will impact the building sector; smart grid technologies, new sensor technologies, new building materials, new building technologies, and new energy technologies.

Our Smart Building Business

Trifork Smart Building and IoT remain focused on fulfilling the need for smarter buildings and factories. User-friendly interaction with systems delivering meaningful insights drives the digital transition in these sectors, and the transition is fuelled by high-quality and relevant data.

Trifork's two high-profile R&D efforts, TSBOne and TSBThree, are well underway. The first of these two Trifork-designed office buildings was recognized as one of Denmark's inspirational sustainability cases by the leading Danish financial newspaper Børsen in 2022.

Our buildings serve as research and development labs for our teams, and also as an inspiration for our customers and partners. With our first Smart Building nearing completion, Trifork has been able to show our concept and Smart Building vision to large asset-owning customers and building component companies, attracting partnerships such as Laufen, Siemens, Kone, and inspiring others to engage with us in their digitization efforts. TSBThree, located in the coming Water Valley Denmark, is under development and has attracted interest by water-innovation companies as both an office location and a demonstration platform. We also work closely with DRYP, a Trifork Labs company that develops sensors and data analysis for monitoring water cycles.

With our other Labs company Upcycling Forum, Trifork is working towards optimization of the pipelines of upcycled material, in a project together with the Danish RTO, Alexandra Institute. Additionally, Trifork has been involved in standardization efforts on building data formats through our collaboration with WE BUILD DENMARK - the national cluster for the building and construction sector.

Kickstarting digital transformation strategy with mobility app

CUSTOMER
Evida

INDUSTRY
Mobility

BUSINESS AREA
Smart Building

CASE STORY

Evida is the Danish national gas distribution company. They design, manage, operate, and maintain the gas distribution network as part of Denmark's critical infrastructure. Evida transports gas and biogas to most Danish households and companies. Evida were aware that several of their manual processes could be digitalised, and asked Trifork to assist in developing an actionable digital strategy.

Initially, a range of design sprints was set up as a critical part of Trifork's 'inspire' approach. Various opportunities were uncovered with the aim of empowering Evida's service technicians to work more effectively with higher quality through standardization of services. In addition, Trifork identified ways to make Evida's internal reporting easier.

Empowering service technicians through state-of-the-art mobility application

EMMA, also known as Evida Mobility Manager Application, allows technicians to measure, replace, and set up or take down gas measurement systems in private households or at company premises. Previously, the work was noted down and reported into a counter-intuitive ERP system through a web browser, with an additional requirement of sending multiple emails across the organization to ensure and double-check that all tasks were completed.

EMMA structures all these tasks in a simple flow, which ensures that nothing is forgotten. All Evida technicians currently use iPad, but the solution is built to function cross-platform, allowing it to be published on other platforms if needed. With help from Trifork, Evida reduced the average length of a work order from 30-35 minutes to 3-5 minutes. With 7,000 takedowns of measurement relays, immense cost savings have been unlocked. The time-to-market was less than six months.

Solidifying a digital strategy foundation for the future

The Evida Mobility Manager Application is the first of five opportunity spaces within the new digital strategy. Trifork and Evida are continuing their collaboration with ongoing projects as part of the identified opportunity spaces.

"It has been a pleasure to partner up with Evida on their journey all the way from developing a digital strategy to implementing the individual strategic digital initiatives and see them go into in production with such a positive impact."

Jens Peter Hedegaard
VP, Trifork

Smart Enterprise

STRATEGIC PRIORITIES

- Growth through acquisitions, primarily in the DACH region, the Netherlands, UK, and US
- Growth based on our core competencies through the creation of new business units
- Increase the revenue share of both 'Inspire' and 'Run' business by developing our offering within DesignLabs and Operations, and offering these in new geographies
- Develop relevant products for existing customers by leveraging partnerships
- Strive to be a “great place to work” to be able to attract talents to support our organic growth

REVENUE (EURM)

The Smart Enterprise Market

The Smart Enterprise market covers private and public organizations’ IT and services spending on enterprise software, which also includes mobility and AI solutions.

2022 started with turmoil as enterprises recalibrated their plans to the new economic environment. However, demand remained strong from organizations investing in enterprise software with the aim of optimizing, streamlining, and automating business processes.

We see particularly strong growth potential in enterprise mobility as ERP systems transform to the cloud – allowing for implementation of new solutions where data can be consumed in real-time from all corners of the organization.

According to one of our global partners, only around 15% of large enterprises have adopted mobility in their core business processes. This leaves a large untapped potential to help organizations utilize the many benefits of mobile apps, by creating simple user-friendly solutions that remove complexity and empower users, and typically with a very fast ROI.

Furthermore, we are met with strong demand for scalable concepts where software vendors take full responsibility of the developed applications, including security and continuous enhancements.

Our Smart Enterprise Business

In 2022, our Smart Enterprise business continued to focus on industry leaders and large public organizations in a broad spectrum of sectors including discrete manufacturing, travel and transport, logistics and warehousing, as well as FMCG and retail.

Our enterprise customers continue to focus on implementing new digital solutions to transform or improve their businesses, and the technology evolution allows Trifork to build more advanced applications.

In 2022, we saw strong activity in both large public sector tenders, where our teams had a strong year working with customers such as The Danish Business Authority, The Danish Court Administration, The Danish Road Directorate, Energinet, Aalborg University – to mention a few.

In Switzerland, Vilea (acquired in May 2021) saw returning activity in a couple of segments and ended the year rather busy. One highlight was the work performed for Vilea’s long-term partner Swiss, who tackled the changes in travel patterns by initiating projects aimed at innovating the in-air travel experience.

Together with Trifork Labs’ company Arkyn, we also initiated a proof of concept on implementing our fast-apps for SAP within the German automotive industry.

We look forward to seeing how this new partnership will develop.

In the same solution area, we happily observed that our work in 2021 with Royal Greenland got a lot of attention from SAP, who ran a number of global campaigns about the solution we developed (link).

We also implemented enterprise mobility solutions at Arla, Viking, and a number of other customers running SAP ERP systems. We expect this area to be growing in the coming years, as most of these organizations are migrating their systems based on cloud based infrastructure. Our combination of competencies and standard products enabled us to win tenders based on a highly attractive value proposition.

In the Netherlands, our teams also initiated projects based on process mining and developed a concept for “data sprints”. We see great potential in using this technology to fast-track the initial definition phase of our projects and make the results of our efforts measurable.

Improving the passenger and crew experience through in-flight app

CUSTOMER
SWISS

INDUSTRY
Aviation

BUSINESS AREA
Smart Enterprise

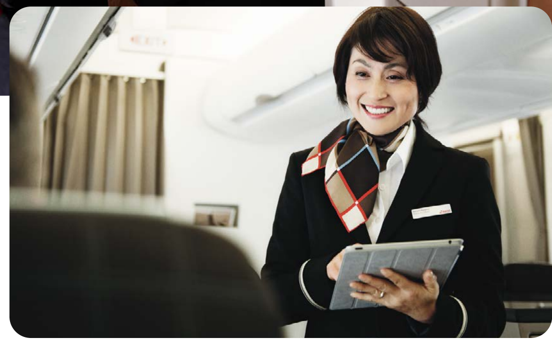
CASE STORY

Swiss International Air Lines (SWISS) is Switzerland's largest air carrier. SWISS and the Trifork company Vilea have had a close partnership for more than a decade, during which Vilea has supported SWISS in the core phases of the airline's digital transformation.

The challenging market conditions during Covid-19 prevented private passengers from flying regularly. The aviation industry was under heavy pressure, and meanwhile competition tightened. By equipping the cabin crew with digital devices, SWISS wanted to make labour-intensive tasks much more efficient.

SWISS needed a new data-collecting service module to support the cabin crew. The Service App allows the cabin crew to access passenger information before departure, such as language, choice of drinks and meals, when they would like to be served, if they have dietary requirements, and sleep preferences.

The app also provides a real-time overview of the food and beverages in stock on the plane. These insights and statistics are now used to accurately predict how much and which types of food should be brought to various destinations. The app resulted in an improved passenger experience and more optimal use of resources. The time to market of only five months was also essential to the solution's success.



"Vilea is a very important partner for us as they understand the aviation industry, our business, challenges, and opportunities. They deliver solid quality at a high pace. We really appreciate their pragmatic mindset, which fits perfectly with our way of working."

Thomas Schläpfer
Product Owner Flight Ops Technology & Digitalization
Swiss International Airlines

Modern and user-friendly support systems to the Danish courts

CUSTOMER
The Danish Court Administration

INDUSTRY
Public

BUSINESS AREA
Smart Enterprise

CASE STORY

Re-engineering manual error-prone processes to fit new legislation

The Danish courts process about 220,000 criminal cases annually, divided into 30 different types of cases. Criminal cases are characterized by categories ranging from very simple fine cases, such as speeding tickets, to very complex and lengthy cases that require jury trials.

The IT systems are also insufficient in relation to current and upcoming digital business needs, and thus constitute a barrier to realizing potential digitization gains.

One of the new systems in the program covers the process for collecting claims and debts for an estate in Denmark. Caseworkers had to go through a very time-consuming and manual registration of all claims based on received letters, emails, and phone calls. This lengthy and error-prone process is not fit for the 21st century.

Improving data quality with a user-friendly portal

To solve those challenges, Nine/Trifork helped build the Probate Portal (in Danish: MinSkifteSag), which handles all estates in Denmark. Instead of just adding a new digital channel to submit claims, the user journey and the legislation were re-engineered. The law has been rewritten, mandating that all claims must be submitted digitally. This resulted in a unified process, where data quality and accuracy are expected to be improved dramatically. A big effort was made to ensure easy integration for API users.

It took nine months for the solution to be built and implemented. There were a lot of strict security policies, and the organisation had to adapt the new legislative processes. Nine has had several roles (as advisor and executor) in almost all aspects of the project.

State-of-the-art tooling ensure increased productivity

The solution was able to evolve quickly and with confidence. State-of-the-art tooling was used wherever relevant to ensure higher productivity and quality. The initial investment in setting up the tooling gave a great return. All these measures have made it easy to ramp up because new developers can be onboarded in no time. Also, future development projects in the program will benefit from this investment.

Collaboratory delivery

The Probate Portal was the first step on the voyage from legacy systems on end-of-life platforms to modern, user-friendly digital solutions built using best practices and a focus on quality and maintainability. Within the first two months almost 12,000 estates and 19,000 claims have been created through the courts' new Probate Portal.

"After more than two years of analysis, roadmap planning, architecting, developing and other preparations, I'm incredibly proud to see the first wave of functionality in the programme going live and being so well received by users, both internal and external, as well as public and private sector API-consumers. This has only been possible with very close cooperation with the courts and great teamwork within the team."

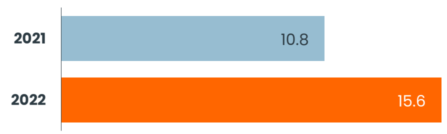
Jesper Steen Møller
Solution Architect, NINE

Cyber Protection

STRATEGIC PRIORITIES

- Focus on medium-sized and large companies in Trifork's core countries
- Expand the consulting business with leading vendors
- Analytics/big data solutions within security and other sectors with a strong Trifork footprint
- Growth through acquisitions to add competencies and strengthen market position

REVENUE (EURM)



The Cyber Protection Market

Criminal groups and individuals are increasingly trying to exploit the digital footprint of all types of public and private organizations. At the same time, geopolitical tensions have escalated cyber-attacks from governmental actors on strategic assets and to obtain classified information. This development, and recent high-profile attacks severely impacting large companies and critical infrastructure, has raised the awareness even further among executive managers, board members, and politicians. Hence, we see an increasing appetite for cyber protection services in the markets we operate in.

In parallel, the increasing importance of IT systems for companies, and society at large, makes the economic or societal impact of cyber-attacks increasingly severe. McKinsey estimates that the damage from cyber-attacks may amount to about USD 10.5 trillion annually by 2025 – a 300% increase from 2015 levels.

For most professional organizations, cyber security is no longer just about protecting the integrity of system infrastructure and applications, but also about protecting the organization from data loss across complex architectures, in different clouds and even on premises. Hence, being secure essentially provides a license to exist by avoiding lasting reputational damage among suppliers and customers.

The high cost of security breaches, combined with the increasing sophistication of attacks and continuous expansion of threat vectors, have resulted in a skills and resource shortage in many organizations. This drives the cyber security market towards external service providers.

Our Cyber Protection Business

In 2022 Trifork's cyber protection business grew revenue by 44.8% to EURm 15.6, driven by increasing demand in the market in combination with our own development and extension of our offering. Trifork has 3 business units jointly offering a broad set of consulting services and end-to-end software capabilities before, during, and after system intrusion.

We serve customers in critical infrastructure, commerce, finance, publishing, education, insurance, defense, and many other areas.

At Trifork, we help our customers ensure that their data is accessible, confidential, reliable, and secured while minimizing the risk of breaches. We offer all the services and products needed to identify, protect, detect, respond, and recover from an attack.

We conduct tests, assess risks, and make recommendations on how they might improve their cyber protection in the future. We also provide ongoing analyses of security and operational data in the customer environment to visualize and provide intelligence on significant service impacts to the customer's business. We also resell hardware and third-party licenses.

In 2022, Trifork Cyber Protection continued its growth path supported by our Security Operations Center (SOC). The established capabilities and the quality of our services allowed us to continue to onboard many new customers, and our expectation is that the strong growth will continue in the coming years.

We initiated the collaboration with Promon (a Trifork Labs company) to introduce their app shielding software to a range of Trifork's existing customers and integrate it into some of our new solutions built in 2022.

Cyber protection and data compliance: A common interest and enemy

BUSINESS AREA

Cyber Protection

CASE STORY

Teaming up against a common enemy

Awareness around compliance and the need for privacy is as high as ever. This development contradicts the cyber security approach to "monitor everything" in order to prevent as many breaches as possible.

As most executives know by now, data breaches are costly in terms of revenue, but non-financial metrics such as invaluable data and reputation are also on the line. In a recent report, 83% of companies said that it is no longer a question of whether a data breach will happen but when it will happen. In 2022, it took an average of 327 days to identify a data breach from compromised credentials (IBM: Cost of a Data Breach, 2022).

Obtaining personal data belonging to customers or employees is often the objective for malicious actors. Data breaches can quickly become an enormous concern as traceability of who has accessed the compromised data is nearly impossible. As a result, data compliance and cyber protection share a common interest and enemy.

Cyber Protection and international security standards

Most public and private enterprises across Europe urgently need to comply with the ISO/IEC 27000 framework.

Trifork is seeing strong demand for our cyber protection and data practice from European enterprises*. We ensure that our customers' existing setup is complying with the legislation but we also, importantly, implement best security practices that meet expectations from particularly demanding end customers. Our wide offering of solutions reduces both business and security risk, prevents costly fines, and reduces the resources required to address serious security incidents. Senior executives hence view the solutions from Trifork Cyber Protection as enablers of business.

"Staying compliant while protecting business-critical data is vital to adhere to the current standards set by most customers. It is therefore crucial that companies consider if they are at the forefront of the latest security standards."

Anders Fleinert
Business Unit Leader,
Trifork Cyber Protection

*Trifork's Cyber Protection customers prefer to remain anonymous.

Cloud Operations

STRATEGIC PRIORITIES

- Develop new services and products that ensure reliable and secure operations in the private, public and hybrid cloud
- Deepen our market penetration in existing markets, and scale our services to other Trifork markets
- Continue organic investments in future assets like datacenters and infrastructure
- Add competencies via selective bolt-on acquisitions
- Drive automation and ease of doing business with Trifork, and provide best-in-class DevOps

REVENUE (EURM)

The Cloud Operations Market

The cloud operations market continues to increase its importance for Trifork and our customers. Cloud is becoming the new norm across our markets as a 'deployment model' for both applications and infrastructure.

Cloud-based architecture gives developers greater flexibility and efficiency in DevOps and better accessibility to users. The cloud operations market continues to be dominated by large American 'hyperscalers' who set the standard for many of the services and price levels in the market.

But at the same time, we also observe that organizations are increasingly prioritizing privacy concerns as a result of EU regulations. They want to know who controls the assets, where the applications are hosted, and how their data is stored. This makes private cloud providers relevant in the market.

Cloud operations is becoming increasing business critical while the required technical capabilities are becoming more complex. At the same time, the regulatory landscape is constantly evolving. This drives demand for solutions that are secure, flexible, and capable of being migrated from local storage to private or public cloud, and vice versa.

The development of new cloud applications exceeds the capabilities of most in-house IT departments. The introduction of multiple cloud environments drives the increasing need for external service providers.

Our Cloud Operations Business

At Trifork, our ambition in cloud operations remains to improve the work of developers in our customers' organizations. Our services range from advising and designing infrastructure solutions to implementing and maintaining complete cloud-based solutions that suit each individual organization.

Our product offering spans from on-premises data storage to multi- and hybrid-cloud solutions as well as public cloud platforms from Amazon, Microsoft, and Google. We often develop solutions that are agnostic between cloud environments, ensuring a high degree of flexibility for our customers.

In 2022, Trifork Cloud Operations revenue grew by 20.9% to EURm 29.9. We continued our efforts to expand our offering. We introduced new products (Trifork Cloud Stack) and new services which enable us to add an additional layer of observability that makes DevOps faster, easier, and even more flexible in the deployment and maintenance phase.

We took our new datacenters into use, and we also started implementing the Trifork Cloud Stack on Swiss customer projects. We consider this an important step in our international expansion of Trifork Cloud Operations.

Our deliberate investments in growth, resulted in a total uncapitalized investment of EURm 1.6 in 2022 which led to a decrease in our EBITDA margin. In 2023, we expect profitability improvement driven by better utilization and adjustment of prices.

Cloud-native IT operations-as-a-service for a business-critical e-commerce solution

CUSTOMER
JYSK

INDUSTRY
Retail

BUSINESS AREA
Cloud Operations

CASE STORY

The need for an agile and reliable IT partner

JYSK is a global retailer delivering a great Scandinavian offering within sleeping and living. They are part of the family-owned Lars Larsen Group. The founder, Lars Larsen, opened his first JYSK store in Aarhus, Denmark, in 1979. Today, the company operates more than 3,200 stores and web shops in 48 countries.

It is crucial for JYSK to give their customers the best possible shopping experience by combining their great store service with their wide online assortment. JYSK's e-commerce platform, wide product assortment, and store network with in-store POS solutions drive the need for an agile, scalable, cloud-native, and secure infrastructure and services.

Reliability and availability are a must in day-to-day operations, especially during peak seasons such as Black Friday and holiday seasons. With Netic – a Trifork company – already managing most of JYSK's IT infrastructure, it was natural to adopt Netic's managed services and Kubernetes container operations platform.

Easy to manage with a flexible cost model

Based in Netic's own data centers in Denmark, a dedicated Kubernetes environment for JYSK was deployed. It includes the Netic Cloud Stack – a cloud-native, secure, and managed Kubernetes-as-a-service offering.

Netic Cloud Stack solves the challenges of managing a complex cloud-native environment, offering both compute and storage capacity on demand, as well as operational services for observability and analysis, security, and traffic management. It provides an outstanding developer experience for smooth and controlled release to production.

Netic's solution is delivered as managed services on a consumption and subscription basis, meaning that these IT costs scale flexibly according to JYSK's needs.

> *"With Netic Cloud Stack, our developers can concentrate on providing customer and business value immediately and continuously instead of spending time on IT infrastructure services."*

Klaus Dhiin
Director, IT Operations Security, JYSK

Trifork Labs

Rationale behind Trifork Labs

Trifork Labs leads our venture financed R&D activities. We have been active in founding, co-founding, and investing in innovative software startups for more than 20 years, and currently holds stakes in 24 active startups.

Trifork Labs has participated in founding or making early investments in several successful companies (which we exited later), including Humio, TradeShift, Chainalysis, and CloudCredo. Our strength lies in our experience and partnerships with growth investors and our business network.

Our model of co-founding with entrepreneurs and partners is unique and a solid test of idea quality and commitment.

- ● Strategic collaboration
- ● Product innovation
- ● Technology inspiration
- ● Digital sustainability

Share of book value	Company[1]	Investment Thesis				Business Area	Entry year	Ownership	Stage	Last Financing	Valuation Method	Website
Top 5	**AxonIQ B.V.**		●			Multiple	2017	21.5%	Bridge to B-round	Q1 2022	Fin. round	https://www.axoniq.io/
	C4 Media Inc.			●		Multiple	2011	9.8%	Strategic owners / self-funded	Q1 2015	DCF	https://c4media.com/
	Dawn Health A/S	●				Digital Health	2016	32.6%	A-round	Q4 2021	Fin. round	https://dawnhealth.com/
	Promon AS	●	●			Cyber Protection	2022	5.4%	Strategic owners / self-funded	Q4 2021	Fin. round	https://promon.co/
	XCI Holding A/S		●			Cyber Protection	2018	20.0%	Strategic owners / self-funded	Q3 2021	DCF	https://www.xci.dk/
6-10	**Arkyn Studios Ltd**	●	●			Smart Enterprise	2020	46.5%	Bridge to A-round	Q1 2022	Fin. round	https://www.arkyn.io/
	Develco A/S	●			●	Smart Building	2021	40.0%	Strategic owners / self-funded	Q3 2021	DCF	https://www.develcoproducts.com/
	Dryp ApS				●	Smart Building	2021	21.8%	Bridge to A-round	Q1 2022	Fin. round	https://www.drypdata.com/
	ExSeed Ltd		●			Digital Health	2017	21.8%	A-round	Q4 2021	Fin. round	https://www.exseedhealth.com/
	Kashet Group AG		●			FinTech	2020	5.6%	Bridge to A-round	Q4 2022	Fin. round	https://www.kashet.com/
11-24	**&Money ApS**	●				FinTech	2021	25.0%	Strategic owners / self-funded	Q4 2021	Fin. round	https://youngmoney.dk/
	Beem International Sarl			●	●	FinTech	2015	1.5%	A-round	Q4 2017	Fin. round	https://www.beemit.com.au/
	Container Solutions			●		Cloud Operations	2015	6.2%	Strategic owners / self-funded	Q2 2022	DCF	https://www.container-solutions.com/
	Edia B.V.			●		Smart Enterprise	2019	17.4%	Bridge to A-round	Q2 2022	Fin. round	https://www.edia.nl/
	Fauna ApS		●			Digital Health	2022	20.0%	Seed	Q3 2022	Fin. round	https://www.faunaapp.dk/
	Feats ApS			●		Smart Enterprise	2022	5.0%	Seed	Q4 2021	Fin. round	https://www.feats.co/join
	Firmnav ApS		●			FinTech	2020	14.9%	Bridge to A-round	Q3 2022	Fin. round	https://firmnav.com/
	Implantica Mediswiss AG			●		Digital Health	2016	0.1%	Public	Q4 2020	Listing	https://www.implantica.com/
	TSBone ApS				●	Smart Building	2020	25.0%	Strategic owners / self-funded	Q1 2022	Fin. round	https://trifork.com/work/smart-building/
	TSBThree ApS				●	Smart Building	2021	35.7%	Strategic owners / self-funded	Q1 2022	Fin. round	https://trifork.com/work/smart-building/
	Upcycling Forum ApS	●			●	Smart Building	2020	21.7%	Seed	Q3 2022	Fin. round	https://www.upcyclingforum.dk/
	Verica Inc.		●			Multiple	2019	2.6%	A-round	Q1 2019	Fin. round	https://www.verica.io/
	Visikon ApS	●	●			Digital Health	2021	27.5%	Bridge to A-round	Q2 2022	Fin. round	https://www.visikon.com/
	Youandx.com ApS			●		Multiple	2019	3.2%	Bridge to A-round	Q4 2022	Fin. round	https://www.youandx.com/

Trifork Labs primarily focuses on promising early-stage companies that we can help shape and accelerate. These entrepreneurs' young companies gain access to our network, management sparring, technology sparring, and the possibility to collaborate commercially with the business units in the Trifork segment.

The main reason behind the existence of Trifork Labs is that we gain valuable know-how about emerging technologies at an early stage, and we learn about new ways of commercializing software in niche markets.

We believe R&D is most effective when it is transparent. While most companies hide their R&D efforts from competitors, investors, and other stakeholders, Trifork seeks to bring these investments out in the open, as we believe this increases the success rate.

By investing in ideas formed in individual companies, we do not solely depend on good ideas coming from inside the Trifork organization, but we can also support external founders whose knowledge and solutions, in turn, can support Trifork's constant competence improvement. This also ensures clear ownership of each business idea, which increases motivation and responsibility to get the idea successfully commercialized.

By employing a formalized and standalone venture model, Trifork Labs supports the entrepreneurial culture of the rest of Trifork Group, and it allows us to keep competences within the Group. If an employee has a good idea which meets all of our investment criteria, we are happy to let them work on it full-time with ownership through a Labs company that we seed with capital. Examples of employee-started companies are Humio, AxonIQ, and Arkyn Studios.

Furthermore, instead of bearing the entire investment risk of failed R&D projects in-house, Trifork shares the risk in Labs with other investors, while still harvesting sales and competence synergies.

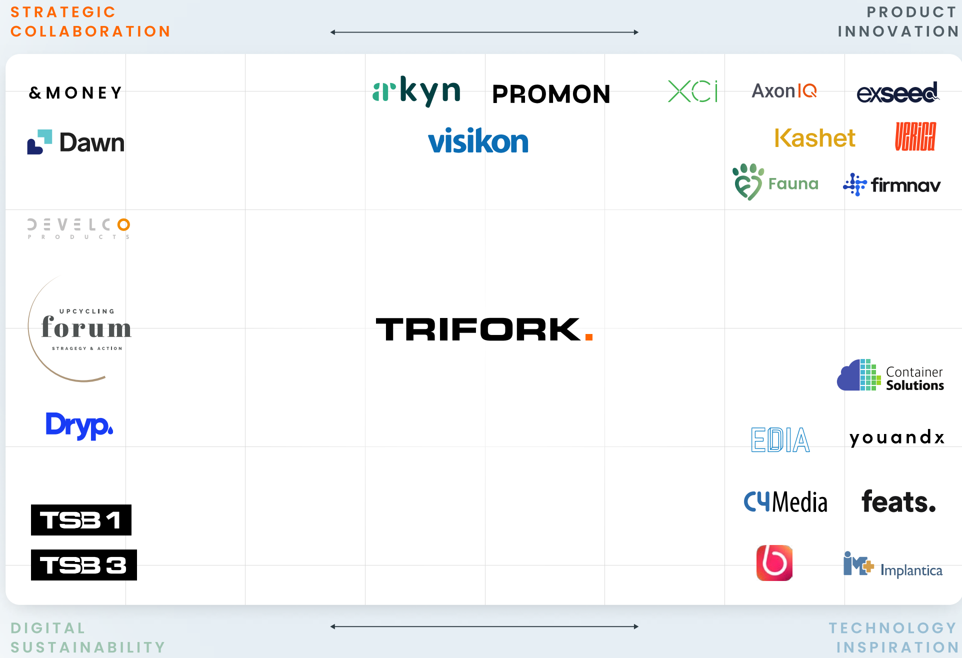
R&D in most other companies is seen as a cost centre, but it has become a profit centre for Trifork. Even when some startups fail, we still often manage to get synergies flowing to Trifork during their lifespan, and in some cases take over the IP rights later.

We also believe our shareholders deserve transparency in our allocation of capital to R&D. For most other companies, the only measure of this is R&D spending as a percentage of sales. At Trifork Labs, everyone can follow the development of each Lab company via websites, social media, and Trifork Group's quarterly reporting of costs, unrealized gains and losses, and realized gains and losses. Furthermore, our shareholders and analysts are provided a book value of Trifork Labs based almost entirely on latest financing rounds and which is audited annually.

Investment criteria

Trifork Labs is focused on three overall criteria when assessing a potential investment:

1. The startup must be a software product company that invents new technology. At Trifork, we have strong opinions about software. Hence, we scrutinize potential investments for their ability to push Trifork's innovation capabilities, delivery models, and commercial execution.



2. The startup should build technology to support Trifork's go-to-market model (Inspire, Build, Run). There are four sub-categories we look for when assessing this fit:

   - Strategic collaboration: Forming partnerships with our customers has become a successful model for creating mutual success. This model represents a number of strategic advantages for both sides, as it forms a natural and mutual interest in making things work and is developed for long term shared success. Furthermore, the partnership brings stakeholders closer together and makes it easier to collaborate.

     Trifork will continuously work to identify strategic collaborations with customers and partners. The objective will always be to generate extraordinary high value and competitiveness through software. Examples of such partnerships are the ones we have with &Money, Dawn Health, Visikon, Arkyn, Promon, and Develco.

   - Product innovation: These are startups which contribute directly to Trifork's innovation of new solutions. We focus on next-generation technology, new scalable products, or businesses that, at the same time, match and provide synergies to our business areas.

- Technology inspiration: Companies that help Trifork developers learn about emerging technologies, either through a product or a platform used in our work with customers.

- Digital sustainability: Companies that support Trifork in delivering impactful solutions in the Smart Building business area, or otherwise contribute to Trifork's sustainability solutions.

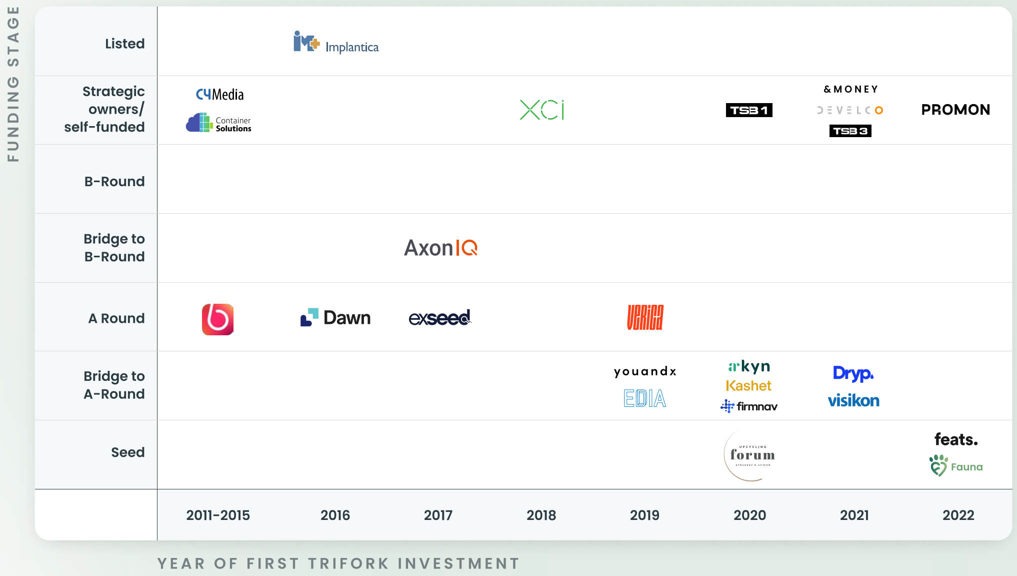
3. The startup should operate within one of the six business areas of Trifork, or provide a solution that fits across multiple areas.

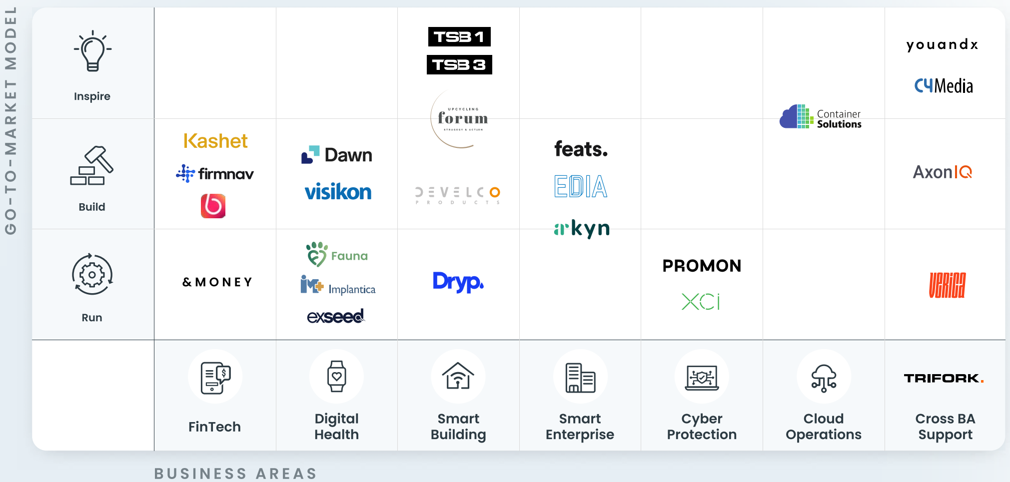
Financing model

As early-stage investors, we have significant minority ownership stakes in many of our Labs companies. In these cases, there is room for dilution in later financing rounds, which in turn means that we do not necessarily have to commit further capital after the initial investment. This makes it easier to plan the allocation of capital to Trifork Labs in relation to other sources of returns on capital, such as organic investments, M&A, or dividends.

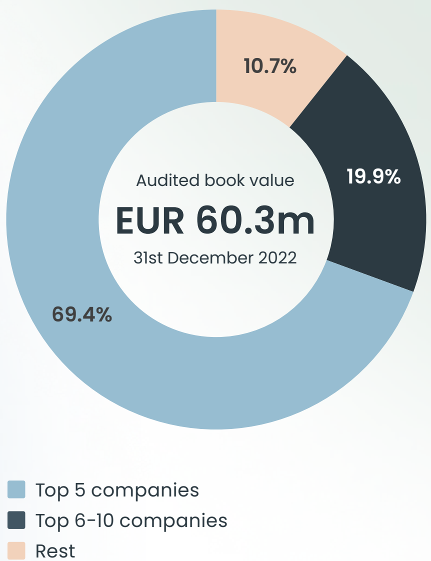
Exit strategy

Product companies inventing new technologies and solutions go through a development cycle where value creation happens relatively fast after establishing a commercial footprint in the market and when exhibiting continuous growth. However, software product cycles are usually measured in years, and not in decades. Hence, we also believe that software reaches a point where it becomes more mainstream and where competition increases significantly. At that point, valuation growth slows down, and it eventually enters a decline. We aim to sell our stake before the developed solutions reach the mainstream phase to balance the risk and return profiles of our investments.





Book value of Trifork Labs



As of 31 December 2022, the book value of Trifork Labs was EUR 60.3m. This corresponds to approx. 15% of the market capitalization of Trifork Holding shares as of 31 December 2022.
As with most venture portfolios, the distribution of value in Trifork Labs is skewed towards a few successful companies. This does not mean that we do not believe in our investments outside our top 10, but rather that they, in combination, currently represent upside that we believe has a good probability of materializing in the coming years.

The top five investments account for 69.4% of the book value in Trifork Labs. These are (in alphabetic order): AxonIQ, C4 Media, Dawn Health, Promon, and XCI.

The following five investments completing top 10 by book value are (in alphabetic order): Arkyn Studios, Develco, Dryp, ExSeed Health, and Kashet. These account for 19.3% of book value. In combination, the top 10 investments account for 89.7% of the book value.

The remaining 14 companies account for 10.3% of Trifork Labs' book value.

Accounting of Trifork Labs in Trifork Group

Since Trifork Labs does not own controlling stakes of more than 50%, these investments are not consolidated in the Trifork Group financial reporting of Revenue, EBITDA and EBIT. Fair value adjustments and exits will impact Trifork Group's EBT. This may create some volatility when looking at EBT, net profit, and earnings per share in single years with big exits (such as is 2020 with the sale of Humio). The investments are recorded as non-current assets in Trifork Group's balance sheet.

In 20 out of our 24 investments, we employ the standard industry practice of marking-to-market the value of our stake to the most recent valuation from the latest financing. One company (Implantica Mediswiss) is listed and we use the quoted share price on the stock exchange to value our stake. In four cases (C4 Media, XCI, Develco, and Container Solutions), we use an auditor-approved DCF model to value our investments, since these two companies are relatively mature and self-funded.

For more information about valuation methods and fair value adjustments in Trifork Labs, please read section 5.1 in the notes.

TRIFORK LABS TOP 5 INVESTMENTS

AxonIQ B.V. (21.5%)

Tools for software developers

In 2017, Trifork co-founded AxonIQ with Jeroen Speekenbrink (CEO) and Allard Bujize (CTO). Jeroen was successful in the role of director at Trifork Amsterdam, while Allard is the creator of the Axon Framework, so it was a perfect foundation to launch this new company.

The AxonIQ offering is perfect for event-sourced Java application development. It allows developers to change the way they design and deliver applications. In short, they can create apps that can do things that regular apps cannot do. AxonIQ offers the open-source Axon Framework and Axon Server as well as Enterprise, Cloud, and Data Protection solutions.

The Axon Framework has more than 12.5 million unique downloads and the company has more than 50 employees in seven countries. Organizations like Nets, BNP Paribas, Standard Chartered Bank, Lidl, Toyota, Ford, IBM and Tech Mahindra as well as the Dutch, Belgian, US, and Norwegian governments trust AxonIQ and use their products. AxonIQ is facing a positive growth outlook.

www.axoniq.io

CEO Jeroen Speekenbrink

Dawn Health (32.6%)

Software as a medical device

Dawn Health is a frontrunner in providing software as a medical device (SaMD) and is a certified legal manufacturer of medical devices. In 2016, Trifork co-founded Dawn Health with the focus to create digital solutions to MedTech and Pharma companies. The ambition was to save lives by bringing research, care, and technology together.

In the last six years the company has worked closely together with other Trifork Digital Health business units and has managed to grow significantly. The number of employees is well above 100.

In late 2021, new investors with considerable Pharma expertise joined as partners and provided Dawn Health with new funding of DKKm 130 to expand the global footprint and accelerate revenue growth. In 2022, the company executed on this strategy and new customer partnerships were formed. Dawn Health is a global leader in their field and is facing strong growth as digital solutions will become even more crucial when administering drugs or medical devices.

www.dawnhealth.com

CEO Daniel Gewecke Daugaard

TRIFORK LABS TOP 5 INVESTMENTS

Promon AS (5.4%)

Protecting apps from malware attacks

Built on the foundation of continuous product innovation, Promon's platform, SHIELD™, offers unparalleled application protection and shielding technology. While ensuring the utmost security and flexibility, Promon SHIELD™ makes mobile app protection not just possible, but painless. The platform is easy to integrate with customers' programming language of choice, so that they do not have to change their coding workflow to use the solution.

Today, Promon ultimately safeguards applications used by +500 million end users from malware attacks and application tampering. Promon has hundreds of customers (including Raiffeisenbank, DNB, and Moneta), +25 strategic partners globally, and offices in Norway, Germany, UK, US, India and around Asia Pacific.

The company's growth journey is expected to continue, as the demand for application security solutions is expected to accelerate significantly in response ever increasing malware attacks.

www.promon.co

PROMON

CEO Gustaf Sahlman

XCI (20.0%)

Software for cybercrime investigations

Trifork invested in XCI in 2018. The company was founded on the idea to take a different approach when analyzing cyber crime adversaries. With automation and machine learning technology at the heart, XCI's experienced team develops products that help organizations investigate cybercrime. They develop intuitive products that are easy to install and use.

Based in Aalborg, Denmark, XCI serves customers around the world (who naturally prefer to remain anonymous). The company has around 45 employees. XCI is facing strong and profitable growth in the coming years as cybercrime is increasing, but also because it delivers a very strong value proposition to its customers based on deep technical capabilities.

www.xci.dk

XCi

CEO Tue From Hermansen

C4 Media (9.8%)

Helping developers adopt new technologies and practices

Since 2006, C4 Media has published InfoQ, a software delopment community and journal, with over 1.2m monthly readers. InfoQ provides software engineers with the opportunity to share experiences gained using innovator and early adopter stage techniques and technologies with the wider industry. They carefully curate and peer review everything they publish, which happens in English, Japanese, Chinese, Portuguese, and French. Instead of hiring journalists, InfoQ seeks out engineers and practitioners to write and edit the content.

C4 Media also arrange the popular QCon software development conferences in London, New York, and San Francisco featuring presentations by experienced developers.

www.c4media.com

C4Media

Founder Floyd Marinescu

Electric Vehicle charging infrastructure

CUSTOMER
chargeBIG

INDUSTRY
E-mobility

TRIFORK LABS CASE STORY

chargeBIG, a subsidiary of MAHLE group, is the developer and provider of a smart, centralized, scalable, and low-cost charging infrastructure for electric vehicles. Due to German calibration law requirements, security and latency are very important topics. Data needs to move securely and quickly from charging infrastructure hardware to the Amazon Web Services (AWS) serverless hosted backend, and then to the metering progress screen on the consumer's smartphone.

With a tough timeline, MAHLE chargeBig developed in parallel three smartphone apps, the charging infrastructure and relevant metering system components, and the backend. For the backend development in particular, they wanted to fulfill today's functional needs with room for future business models.

Axon Framework and Axon Server Enterprise allowed MAHLE chargeBIG to safely store all data, comply with GDPR requirements, and provide low latency, data security, redundancy, and global scalability. The Axon Server and Axon Framework provided an event store that logs every event that occurs during a charging process.

MAHLE chargeBIG enjoyed the following benefits from implementing AxonIQ's solutions:

- Implemented end-to-end as a basis for full vehicle energy services
- The basis for further system improvements using big data in the future
- Enabled predictive maintenance for hardware components
- Allowed the system to provide more and better information to improve support to chargeBIG customers

Pictures: MAHLE

Developed by:

AxonIQ

From Hospitals to Homecare – new product opening new revenue stream

INDUSTRY
Healthcare

TRIFORK LABS CASE STORY

Visikon's main product is My Treatment™, an easy-to-use digital solution that offers Health Literacy as a Service through "Healthcare Communication Everyone on Earth understands."

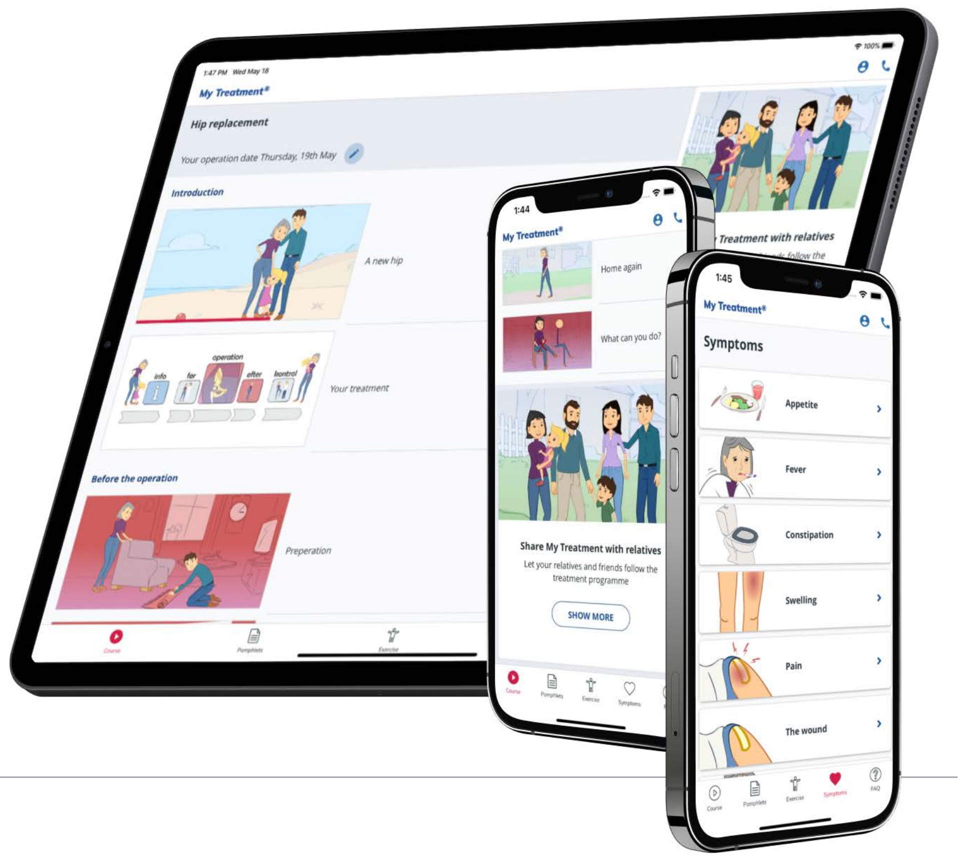
My Treatment™ guides patients undergoing treatment at hospitals, and it is in service at 14 hospitals in Denmark and has now launched at the first hospital in Germany. It has been proven to increase patient satisfaction, reduce staff resources, and free up time at hospitals.

The need for healthcare professionals in the healthcare sector is an increasing challenge to sustain healthcare services while the population in need of treatment is growing significantly.

The challenge is the same in the municipalities in Denmark who is responsible for running the homecare system. So Visikon decided to develop and test a new product line, My Treatment™ Citizen Trainer, to help the primary sector empower more citizens to manage self-care at home better and improve the transition between the health-care sectors.

The first pilot test was successful and reduced time for the healthcare professionals by more than 25%, while it was also received very positively by both staff and citizens.

In the spring of 2022, the Visikon sales team started systematically approaching the first municipalities. The ambitious goal was to sign five municipalities willing to subscribe to this new service that had never been seen or used in the market. Six commercial contracts were successfully signed by the end of the year, and a long pipeline is now waiting for conversion.



Developed by:

visikon

06

Corporate Governance

Introduction

Trifork reports on certain statutory requirements relating to ESG and corporate governance in our ESG Report and our Corporate Governance Report which supplements the Annual Report.

The ESG Report and the Corporate Governance Report has been prepared in connection with the Annual Report for the financial year 2022 covering the period 1 January – 31 December 2022 and forms part of the management's review.

ESG Report

Our ESG Report contains the full data overview (including reporting on the EU Taxonomy Regulation) and our accounting policies related to our ESG performance. Our ESG Report constitutes our statutory report cf. the Danish Financial Statements Act sections 99(a), 99(b) and 107(d).

Corporate Governance Report

Our Corporate Governance Report includes a description of Trifork's management structure, a review of how Trifork considers the Danish Recommendations on Corporate Governance issued by the Committee on Corporate Governance in December 2020 as well as a description of the main elements of the internal control and risk management systems in connection with Trifork's financial reporting.

Our Corporate Governance Report constitutes our statutory report cf. the Danish Financial Statements Act Section 107 b and is available on our website https://investor.trifork.com/statutes/.

Remuneration Report

Our Remuneration Report provides an overview of the total remuneration received by each member of the Board of Directors and of the Executive Management for the financial year 2022. The report satisfies the requirements set out in articles 13 to 16 of the Swiss Ordinance against Excessive Remuneration at Listed Joint-Stock Companies (OaEC), which entered into force on 1 January 2014 and the Danish Recommendations on Corporate Governance.

Trifork's remuneration report is available from p. 60 of this report.

Governance model/ management structure

Trifork has a two-tier management structure, which is comprised of the Board of Directors and the Executive Management.

The Board of Directors is entrusted with the ultimate direction of the Group and has the overall responsibility for the business and affairs of the Group. In accordance with Trifork's articles of association and its organisational rules, the Board of Directors has delegated the operational management of the Company to the Executive Management, which is headed by the Company's CEO.

The Board of Directors supervises the work of the Executive Management and is responsible for the overall management and strategic direction as well as financial and other material matters, including the appointment of the members of the Executive Management.

The Board of Directors represents Trifork vis-à-vis third-parties and attends to all matters which have not been delegated to or reserved for another corporate body of Trifork by law, Trifork's articles of association or internal organisational rules.

Board of Directors

Pursuant to the articles of association, the Board of Directors shall consist of not less than three members elected by the Company's general meeting. Currently, the Board of Directors consists of six members, including a chairperson of the Board of Directors, elected by the general meeting. The Board of Directors elects a deputy chairperson of the Board of Directors among its members. Under the current Danish Corporate Governance Recommendations issued by the Committee on Corporate Governance in December 2020, 5 out of 6 members of the Board of Directors have been assessed by Trifork to be independent.

The members of the Board of Directors comprise a group of professionally skilled business people representing diversity and broad international experience.

The members of the Board of Directors are elected for a term of one year until the next annual general meeting. Members of the Board of Directors may be re-elected. The Board of Directors meets at least seven times a year and on ad-hoc basis when deemed necessary.

Evaluation of the Board of Directors

Each year the Board of Directors conducts an evaluation assessing, inter alia, the composition of the Board of Directors with focus on competencies and diversity, the Board of Directors and each individual member's contribution and results, the cooperation on the Board of Directors, the chairperson's leadership of the Board of Directors, the work in the committees and the board members' preparation for and active participation in the board meetings.

In 2022, a self-evaluation was conducted by the Board of Directors. The evaluation was based on a questionnaire that each member of the Board of Directors had been asked to submit anonymously. The evaluation revealed an overall good performance by the Board of Directors, that the Board of Directors have the right competencies and a good collaboration between the Board of Directors and the Executive Management.

In accordance with the Danish Corporate Governance Recommendation the Board of Directors plans to engage external advisors in connection with the annual evaluation 2023.

The Board of Directors has identified and annually assesses the competencies which each individual board member or the Board of Directors as a whole must possess. This can be found in the Competence Profile of the Board of Directors which is available at our website https://investor.trifork.com/statutes/.

Board Member Profiles

CHAIRPERSON

Julie Galbo

Danish. Born 1971. Female.
Independent. First elected 2020. Term AGM 2023.

4,190 shares registered

Member of the Nomination & Remuneration Committee and the Strategy Committee.

Educational background

Master in Law - University of Copenhagen / Aarhus University-Management program - INSEAD

Corporate governance, Risk management and compliance, Strategy, People leadership, Financial reporting, Change management

Professional background

2014 - 2019: Nordea - Various positions in, including member of the Group Executive Management of Nordea and the Executive Management in Nordea Asset Management

2009 - 2014: Various public sector positions, including Head of State Capital Injections with the Danish Ministry of Business and Deputy Director General with the Danish Financial Supervisory Authority

Other directorships and executive roles

Member of the Board of Directors of Commonwealth Bank of Australia (incl. member of the Audit Committee and the Risk & Compliance Committee, DNB Bank ASA (incl. member of the Risk Committee and the Audit Committee) and Velliv A/S

Competencies

Corporate governance, Risk management and compliance, Strategy, People leadership, Financial reporting, Change management

VICE-CHAIRPERSON

Olivier Jaquet

Swiss. Born 1969. Male.
Independent. First elected 2019. Term AGM 2023.

64,145 shares registered

Chairperson of the Nomination & Remuneration Committee.
Member of the Audit & Risk Committee.

Educational background

PhD/Master in Law - University of Basel

Professional background

2016 -: Jaquet Partners AG - CEO and Vice Chairman of the Board of Directors

2015: Jaquet Technology Group - Vice Chairman of the Board of Directors

2012-2014: Centrum Bank - CEO

2011: Clariden Leu Bank - CEO and Member of the foundation board of the Credit Suisse Pension Fund

1999 – 2011: Credit Suisse Group - Multiple CEO and Board Member functions (incl. Credit Suisse Life and Credit Suisse Trust)

Other directorships and executive roles

Chairperson of the Board of Directors of OJA Invest AG, Vice Chairperson of the Board of Directors and CEO at Jaquet Partners AG, member of the Board of Directors at Sidoma AG, Chairperson of the Board of Directors at Parashift AG

Competencies

Strategy, Corporate Governance, Risk Management, M&A/Finance, Human capital management

MEMBER

Maria Hjorth

Danish. Born 1972. Female.
Independent. First elected 2020. Term AGM 2023.

3,940 shares registered

Chairperson of the Audit & Risk Committee.

Educational background

Master in Economics - University of Copenhagen

Master in Business Psychology - University of Westminster

Professional background

2019 - 2021: VP Securities (Central Securities Depository of Denmark) - CEO & Deputy CEO

2014 – 2019: Mercer Denmark - CEO & Partner

2005 – 2014: Danske Bank - Investor relations, Head of International Corporate Banking, Head of Business Development for Business Banking Denmark

Other directorships and executive roles

Chairperson of the Board of Directors of Thylander Gruppen, member of the Board of Directors of Topdanmark, Asetek, Maj Invest and Adform.

Competencies

Strategic management, Risk management, Financial reporting M&A, Human capital management, ESG

MEMBER
Christoffer Holten

Danish. Born 1970. Male.
Not independent. First elected 2022. Term AGM 2023.

2,000 shares registered

Member of the Strategy Committee.

Educational background

Master in Finance & Accounting from Copenhagen Business School

Professional background

2015- : Independent Strategy and M&A Advisor

2010-2015: KMD – Senior Vice President, Strategy and M&A

2007-2010: Ørsted S&D – Senior Director Business Development

2000-2003: Nordic Capital – Investment professional

1995-2000: McKinsey & Co – Engagement Manager

Other directorships and executive roles

CEO at CoCaCo Capital ApS, member of the Board of Directors of BlueCollar A/S, member of the Board of Directors of Norna Playgrounds A/S

Competencies

M&A, Strategy, Business Development

MEMBER
Casey Rosenthal

American. Born 1978. Male.
Independent. First elected 2019. Term AGM 2023.

2,058 shares registered

Member of the Nomination & Remuneration Committee and the Strategy Committee

Educational background

Bachelor in Philosophy - Ohio University

Professional background

Expert on the topics of Chaos Engineering and complexity in large scale software systems

2018 -: Verica.io - Founder and CEO

2015 - 2018: Netflix - Engineering manager in the Traffic Engineering and the Chaos Engineering Teams

Other directorships and executive roles

Member of the Board of Directors of Verica.io (Trifork Labs company)

Competencies

Software Architecture, Cloud Technology, Startup Management, Enterprise Software Infrastructure, System Reliability, Cyber security

MEMBER
Anne Templeman-Jones

Australian. Born 1961. Female.
Independent. First elected 2022. Term AGM 2023.

No shares registered

Member of the Audit & Risk Committee.

Educational background

Chartered Accountant (Australia/New Zealand)

Master in Risk Management from the University of New South Wales

Executive MBA from the Australian Graduate School of Management and a Bachelor of Commerce from the University of Western Australia.

Professional background

2007-2013: Westpac Banking Corporation - Various positions

2004-2007: Australia and New Zealand Banking Group Ltd - State Director

1995-2004: Westpac Banking Corporation - Various positions

1988-1995: Bank of Singapore - Various position

Other directorships and executive roles

Non-Executive Director of Commonwealth Bank of Australia Ltd. and Worley Ltd, NSW Treasury Corporation and the Cyber Security Research Centre.

Competencies

Risk management, Governance, Strategy, ESG transformation, Change management, Cyber security

Board Committees

The Board of Directors has established an Audit & Risk Committee (ARC), a Nomination & Remuneration Committee (NRC) and an ad hoc Strategy Committee (SC) for the purpose of assisting the Board of Directors with preparing decisions and submitting recommendations for the entire Board of Directors. Each of the committees (excluding the SC) has a charter setting forth, among other things, the composition, tasks, duties and responsibilities of the committee.

Audit and Risk Committee

The ARC consists of three members, including a Chairperson appointed by and among the Board of Directors for a one-year term.

The ARC assists the Board of Directors with the oversight of the financial reporting process, the statutory audit of Trifork's financial report, internal control and risk management systems, social and environmental reporting (CSR/ESG), the Company's whistleblowing procedures and complaints, the supervision of the external auditor's independence and the procedure for the election of the external auditor.

In addition to the committee meetings, the Chairperson of the ARC held two additional meetings with the Group Auditor in charge. A further description of the ARC's responsibilities is available in the ARC charter.

Some of the most significant topics covered by the committee was review of risks related to the invasion of Ukraine, review of the group-wide insurance programme, new requirements related to transfer pricing and financial counterpart exposure.

Nomination and Remuneration Committee

The NRC consists of three members elected by the General Meeting among the Board of Directors for a one-year term. The Chairperson of the NRC is appointed by the General Meeting.

The NRC assist the Board of Directors by preparing and presenting decision proposals and recommendations on matters related to the remuneration of Trifork's Board of Directors and Executive Management and the composition of the Company's Board of Directors and the Executive Management, including the nomination of candidates.

A further description of the NRC's responsibilities is available in the NRC charter.

Some of the most significant topics covered by the NRC was related to assessment of board competencies, executive remuneration and nominations.

Strategy Committee (Ad hoc committee)

In 2022, the Board of Directors decided to establish an open-ended ad hoc SC consisting of three members of the Board of Directors. The purpose of the ad hoc SC is to prepare certain strategic topics for further discussions with the Board of Directors.

The most significant task of the committee was to facilitate strategy discussion within the Board of Directors.

Board meetings

In 2022, the Board of Directors held 8 board meetings. The agenda for the meetings of the Board of Directors follows an annual wheel ensuring that strategic and operational aspect are regular assessed.

Member	BoD Meetings	NRC Meetings	ARC Meetings	SC Meetings
Total	8	3	6	2
Members				
Julie Galbo	8	3	-	2
Olivier Jaquet	8	3	6	-
Maria Hjorth	8	-	6	-
Christoffer Holten[1]	5	-	-	2
Casey Rosenthal	8	3	-	2
Anne Templeman-Jones[1]	5	-	4	-
Lars Lunde[2]	2	-	1	-

1 From 20 April 2022
2 Until 20 April 2022

Beside the meetings of the Board of Directors and its committees, its chairpersons meet frequently with the Executive Management members to understand the current developments of the Group with regard to operatios and governance and to pre-discuss upcoming agenda items.

Executive Management

The Executive Management, currently comprising the CEO and the CFO, is responsible for the day-to-day operations and management of the Company and is in charge of ensuring that the Company and its operations are compliant with applicable legislation as well as the Board of Directors' guidelines and instructions.

CEO

Jørn Larsen

Danish. Born 1966. Male.
Executive Management since 1996.

3,880,868 shares registered

Educational background

Mechanical engineering degree / Civil engineering degree in Computer Science - University of Aalborg

Professional background

Serial entrepreneur in the Nordic technology sector with co-foundation of >50 start-ups

From 1996: Founder and CEO of Trifork

1994 – 1995: Project Manager with Dator A/S

1984 – 1989: Technical Naval engineer with A.P. Møller Maersk

Other directorships and executive roles

Member of the Board of Directors of Arkyn Studios Ltd. (Labs company), ExSeed Ltd. (Labs company) and &Money ApS (Labs company), Owner and CEO of Blackbird II ApS

CFO

Kristian Wulf-Andersen

Danish. Born 1971. Male.
Executive Management since 2007.

230,616 shares registered

Educational background

Bachelor in Economics - Aarhus Business School, Denmark

Professional background

1999-2007: Co-founder and CFO of the IT-infrastructure company Interprise Consulting A/S (acquired by Trifork)

1996–1999: IT consultant, trainer and management consultant at Siemens Nixdorf A/S / Siemens Business Services A/S

1989-2000: Officer at the Royal Danish Airforce

Other directorships and executive roles

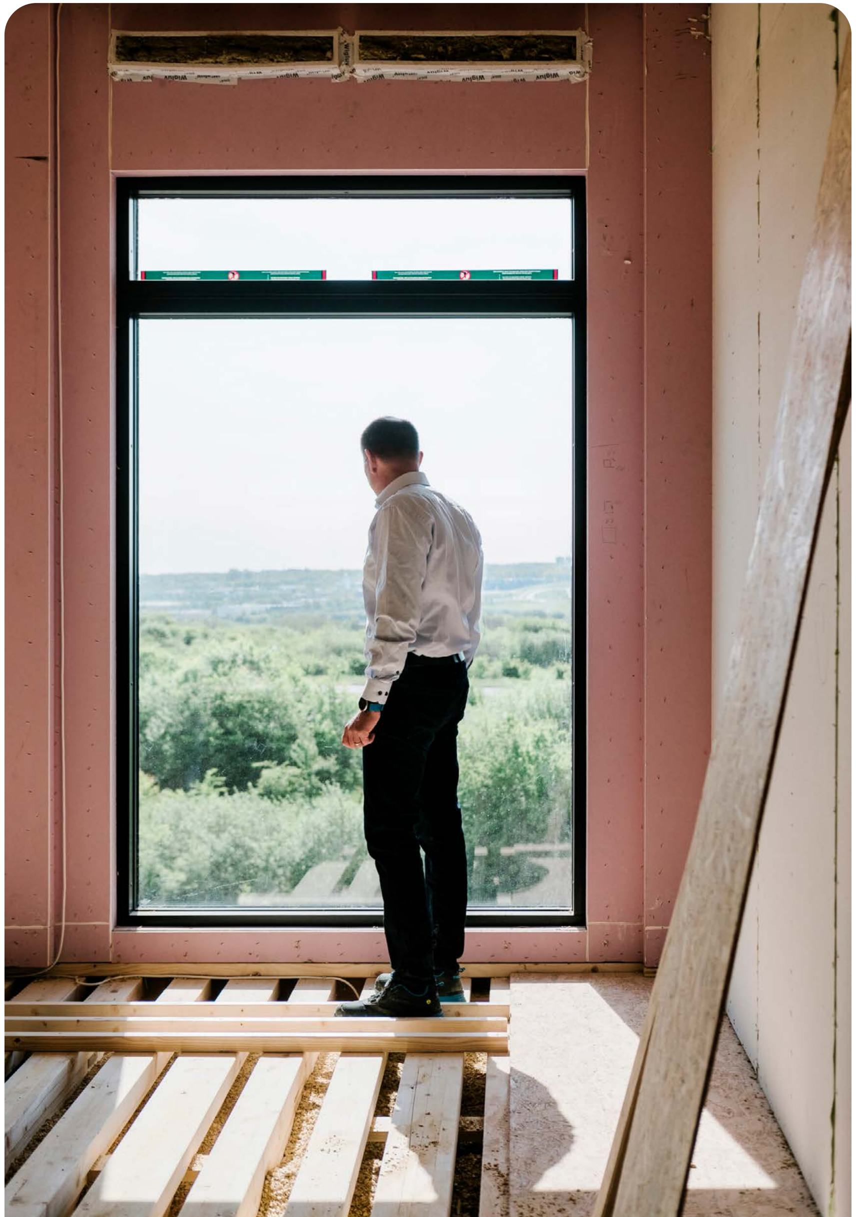
Member of the Board of Directors of EDIA B.V (Labs company) and ComplyTeq AG (Labs company)

Recommendations on Corporate Governance

Under the Nordic Main Market Rulebook for Issuers of Shares on Nasdaq Copenhagen, Trifork shall either apply the corporate governance code, or corporate governance recommendations, applicable in its jurisdiction of incorporation or establishment or the corporate governance code applicable in the jurisdiction of the stock exchange.

Trifork observes and reports on its compliance with the recommendations prepared by the Danish Committee on Corporate Governance. Trifork complies with the recommendations in all material respects, however, noting that with respect to recommendation 3.4.5, Trifork's remuneration policy itself will not be approved by the general meeting, but the remuneration report, which refers to the remuneration policy, is subject to approval by the general meeting.

For further information and detailed reporting on each recommendation please refer to our Corporate Governance Report 2022 which is available on our website https://investor.trifork.com/statutes/.



Remuneration Report

1. Introduction

The Trifork remuneration report describes the policies, organisation and elements of the remuneration for the Board of Directors (BoD) and Executive Management (EM) of the Group in a qualitative manner and provides quantitative information of the remuneration for the financial years 2022 and 2021.

This report satisfies the requirements set out in articles 13 to 16 of the Ordinance against Excessive Remuneration at Listed Joint-Stock Companies (OaEC), which entered into force on 1 January 2014 and the Danish Recommendations on Corporate Governance.

On 1 January 2023, the revision of the Swiss company law will come into force. Among other changes, the OaEC will be repealed and its provisions will be transferred to the Swiss Code of Obligations with certain amendments.

The remuneration of the Board of Directors and the Executive Management was determined in accordance with the Group's Remuneration Policy.

2. Remuneration principles

Trifork's employees are the main driver for the Group's success and value. This makes it elementary to attract, motivate and retain the best talent over the long term in a highly competitive labour market. Performance-based and share-based components of remuneration are included with the aim of encouraging employees to align thoughts and acts with the interests of the shareholders.

To support these goals, Trifork has set out the following remuneration principles:

- Remuneration is competitive and comparable with other players in the market
- The Group's and individual performance is linked to remuneration
- The remuneration system aligns Trifork's long-term strategy with the interests and commitment of the employees
- Decisions taken on remuneration are fair, transparent and gender-neutral

The remuneration of the BoD consists of a fixed fee and is not performance related in order to support an objective focus.

The Group's and individual target achievement influence the remuneration of the EM.

The share ownership program reflects the Group's performance and strengthens our managers' loyalty and aligns their interests with those of our shareholders.

3. Remuneration policy

A. Organisation

The Nomination & Remuneration Committee (NRC) is responsible for the definition and design of Trifork's remuneration policy and supports the BoD with the identification and nomination of possible candidates for the BoD and EM. Amongst others, tasks are:

- Preparation and planning of nominations and staffing decisions on top management level
- Preparation and periodic review of the remuneration policy and principles and the performance criteria related to remuneration
- Periodic review of their implementation as well as submission of proposals and recommendations to the BoD
- Preparation of all relevant decisions of the BoD in relation to the remuneration of the members of the BoD and of the EM as well as submission of proposals and recommendations in this respect

For the detailed description, please refer to the NRC Charter.

In 2022, the NRC met for three times. All members were present at all meetings.

B. Approval process (for retrospective AGM voting)

Decision on:	CEO	NRC	BoD	AGM
Remuneration of EM members (w/o CEO)	Proposal	Proposal	Decision	Binding vote on maximum amount
Remuneration of the CEO		Proposal	Decision	Binding vote on maximum amount
Remuneration of the BoD and its Committees		Proposal	Decision	Binding vote on maximum amount
Remuneration report		Proposal	Approval	Consultative vote

C. NRC composition

The NRC consists of three members that are non-executive and independent. The member are elected annually by the AGM for a term of one year.

For the reporting period Olivier Jaquet, Julie Galbo and Casey Rosenthal formed the Committee. All members bring comprehensive practical experience and professional knowledge to their work in the Committee. They were re-elected at the AGM of 20 April 2022.

NRC meetings generally take place prior to meetings of the BoD so that proposals can be defined and approved by the full BoD.

4. Remuneration of the Board of Directors

The remuneration of the BoD is governed in section IV of the Company's articles and in the Company's remuneration policy.

With reference to the OaEC the BoD has decided to have the AGM voting prospectively for the total remuneration of the BoD. Therefore, the AGM as of 20 April 2022 has voted for remuneration for the office term starting as this date and a maximum amount of EURk 600 - approval of 99.7% (AGM of 29 April 2021: CHFk 600 - approval of 100%).

For the reporting period, the remuneration of the BoD comprises the following elements:

A. Fixed remuneration

The members of the BoD receive a fixed remuneration for all of their work for the BoD. The fees paid to members of the BoD are reviewed periodically and were last adjusted for term from the annual general meeting 2022 to the annual general meeting 2023. The fees are applied pro-rata for members of the BoD that are elected or resign during the year. For the reported office term, fees are as follows:

(in CHFk)	Board of Directors	Audit & Risk Committee	Nomination & Remuneration Committee
Chairperson	110	15	15
Vice-Chairperson	95	-	-
Member	30	10	10

Due to the limited extent of work conducted in the Strategy Committee and its ad hoc nature no additional fee is paid to the members of the committee.

B. Variable remuneration

The members of the BoD do not receive any variable remuneration.

C. Shares and options

The members of the BoD do not receive any remuneration in shares and/or options.

D. Social charges and pension benefits

Remuneration paid to the Swiss members of the BoD is subject to social charges according to Swiss law. Both parties bear an equal share. The employee contribution is included in the remuneration paid (gross presentation) and the employer contribution is reported separately.

Members of the BoD are not entitled to pension benefits.

E. Expenses

Trifork is entitled to reimburse members of the BoD for out-of-pocket expenses in the form of actual or lump sum expense payments. This is not considered as remuneration.

F. Loans and credits

The granting of loans and credits to members of the BoD is excluded according to art 31 of the Company's articles. Therefore, no loans or credits are outstanding.

5. Remuneration of the Executive Management

The remuneration of the EM is governed in section IV of the Company's articles and in the Company's remuneration policy.

With reference to the OaEC the BoD has decided to have the AGM voting prospectively for the total remuneration of the EM. Therefore, the AGM as of 29 April 2021 has voted for remuneration for the fiscal years 2021 and 2022 and maximum amounts of CHFk 1,600 (fixed) / CHFk 2,800 (variable) for each year - approval of 100%. (The AGM as of 20 April 2022 has voted for remuneration for the fiscal year 2023 and maximum amounts of EURk 1,750 (fixed) / EURk 3,000 (variable) for each year (approval of 99.7%).

In accordance with the internal processes, the remuneration paid to EM is proposed by the NRC and decided by the BoD. It consists of the following components:

	Remuneration			Assets
Components	FIXED REMUNERATION	VARIABLE REMUNERATION		(Rights to) shares of Trifork Holding AG
	▪ Base salary (cash and in kind) ▪ Social charges ▪ Pension benefits	Short-term incentive: Performance-related component in cash (50%)	Long-term incentive: Performance-related component in RSU (50%)	
Factors	▪ Responsibility ▪ Market value ▪ Qualification and experience	Achievement of annual performance targets	Achievement of annual performance targets	Long-term growth of enterprise value
Goals	▪ Recruitment ▪ Retention ▪ Protection	Focus on annual targets	Focus on sustainable development	Alignment of shareholders interests

Meeting the annual performance targets at a 100% gives the following remuneration mix for the EM:

Fixed remuneration	Variable remuneration	
50%	25% - cash	25% - RSU

A. Fixed remuneration

Fixed remuneration for the EM depends on the responsibilities, market value, qualifications and experience of the individual position. It is paid monthly in cash.

B. Variable remuneration

The variable remuneration of the EM is linked to the achievement of three financial (70%) and three strategic targets (30%) of the Group. It ranges from 0 to 200% of the fixed remuneration upon target achievement, whereas the highest share of an individual target is 30% of the total variable remuneration.

The performance targets are defined by the BoD as part of the budget approval process for the upcoming financial year.

For the financial year 2022, the defined targets were achieved as follows and result in a variable remuneration allocation of 182%, whereas the maximum would be 200% (cap):

KPI	Weight	Actual performance	Target	Achievement	Actual allocation
Financial					
Group revenue growth	25%	20.0%	15%[1]	On maximum target	200%
Trifork segment EBITDA-margin	30%	17.3%	15%[2]	Between target and maximum target	140%
Labs EBT (3-year average)	15%	EURm 15.6	2.0% (CEO)/ 1.3% (CFO) share of KPI with cap	Above maximum target (capped)	200%
Strategic					
ESG initiatives	10%	Numerous initiatives implemented		On target	200%
Growth outside Denmark (DK)	10%	Growth outside DK was higher than growth in DK		On target	200%
Views on GOTO Youtube channel	10%	40.3m		Above target (capped)	200%

1 Mid-term target of 10-15% organic revenue growth and 20-25% total revenue growth. The key objective in 2022 was organic growth.
2 Mid-term target of sustainable inccrease in margin.

I. SHORT-TERM INCENTIVE
Half of the variable remuneration to the members of the EM is paid in cash after the consolidated financial statements have been audited.

II. LONG-TERM INCENTIVE
Half of the variable remuneration to the members of the EM is paid in form of restricted Trifork share units (RSU).

Having the EM to receive a significant part of its remuneration in the form of RSU is designed to ensure that the incentive system is consistent with the long-term development of the company, encourage a management philosophy which takes due account of risk, and reflect shareholder interests. One RSU converts into one share of Trifork Holding AG.

The RSUs are calculated based on the weighted average share price of 3 last trading days of the financial year.

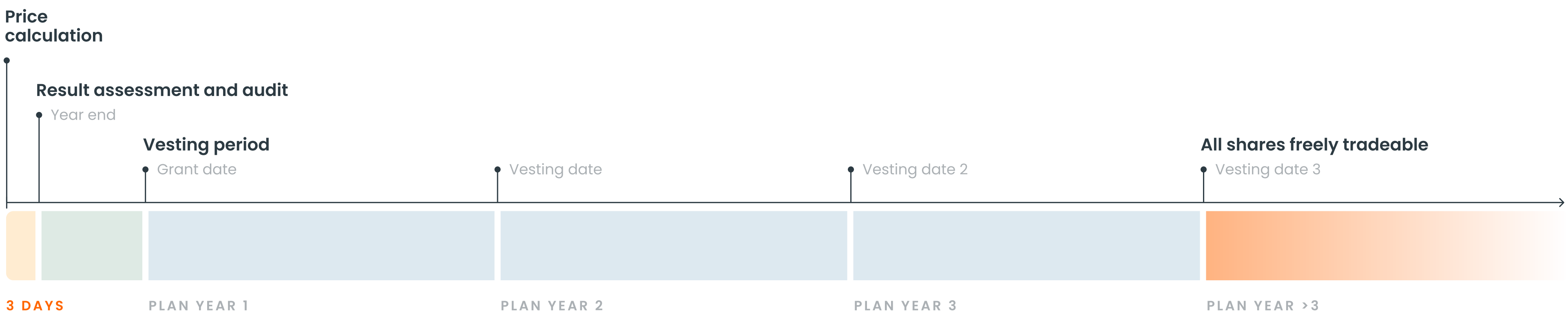
The RSU are granted on the first day of the month following the publication of the annual results. A staggered vesting of the RSU in equal instalments over a period of 3 years applies, if the members of the EM are employed with the Group at these vesting dates. The BoD may, however, lift the restriction on the transfer of shares allocated under the share-based payment programme in certain cases, such as in the event of a change of control.

III. CLAW BACK
Trifork is entitled to reclaim in full or in part - and the EM is obliged to repay in full or in part – a variable remuneration (i) that has been paid on the basis of data which proved to be misstated or (ii) that has proved to be excessive due to misconduct, negligence or inappropriate execution of leadership duties.

In the financial years 2022 and 2021, no variable remuneration was reclaimed.

C. Social charges and pension benefits

Remuneration paid to the EM is subject to social charges and pension benefits according to local law. Both parties bear an equal share. The employee contribution is



included in the remuneration paid (gross presentation) and the employer contribution is reported separately.

D. Expenses

Trifork is entitled to reimburse members of the Executive Management for out-of-pocket expenses in the form of actual or lump sum expense payments. This is not considered as remuneration.

E. Loans and credits

The granting of loans and credits to members of the EM is excluded according to art 31 of the Company's articles. Therefore, no loans or credits are outstanding.

F. Contract terms

The contracts of the members of the EM are concluded for an unlimited term with a notice period of twelve months.

They include a non-competition clause for its term and for the CEO for additional twelve months after the termination. The non-competition terms are not compensated.

The remuneration amounts are defined in EUR.

6. Related parties

One related party has an ordinary employee agreement with a Group company and is compensated for her service.

No loans or credits to related parties granted or outstanding.

7. Disclosure of remuneration to the Board of Directors and Executive Management and related parties

2022

The AGMs as of 20 April 2022 and 29 April 2021 approved the following maximum remuneration amounts:

Part of remuneration	Period		Amount
Remuneration to the BoD	AGM 2022 to AGM 2023	EURk	600
Fixed remuneration to the EM	Financial year 2022	CHFk	1,600
Variable remuneration to the EM	Financial year 2022	CHFk	2,800

(in CHFk)	Fixed remuneration	Variable remuneration		Remuneration in kind	Social charges / pension benefits[7]	Total
	Cash (gross)	Cash (gross)	RSU[8]			
Julie Galbo, Chairperson[1]	120	-	-	-	-	120
Olivier Jaquet, Vice Chairperson[2/3]	120	-	-	-	7	127
Maria Hjorth[4]	45	-	-	-	-	45
Christoffer Holten[5]	20	-	-	-	-	20
Casey Rosenthal[1]	40	-	-	-	-	40
Anne Templeman-Jones[3/5]	27	-	-	-	-	27
Lars Lunde[3/6]	13	-	-	-	-	13
Board of Directors	**385**	**-**	**-**	**-**	**7**	**392**
Jørn Larsen, CEO	655	583	346	43	187	1,814
Kristian Wulf-Andersen, CFO	438	388	231	15	128	1,200
Executive Management	**1,093**	**971**	**577**	**58**	**315**	**3,014**
Related parties	**14**	**-**	**-**	**-**	**1**	**15**

1 Member of NRC
2 Chairperson of NRC
3 Member of ARC
4 Chairperson of ARC
5 Member of the BoD from 20 April 2022
6 Member of the BoD until 20 April 2022
7 Includes employer contributions to social security for Swiss Members of BoD and EM and pension (BVG) for members of EM
8 As per 1 April 2022, 27,050 RSU were granted to the Executive Management (CEO: 16,235 / CFO: 10,815) with a total value of CHFk 798. The costs are allocated evenly over the vesting period of up to three years.

2021

The AGM as of 29 April 2021 approved the following maximum remuneration amounts:

Part of remuneration	Period		Amount
Remuneration to the BoD	AGM 2021 to AGM 2022	CHFk	600
Fixed remuneration to the EM	Financial year 2021	CHFk	1,600
Variable remuneration to the EM	Financial year 2021	CHFk	2,800

(in CHFk)	Fixed remuneration	Variable remuneration		Remuneration in kind	Social charges / pension benefits[8]	Total
	Cash (gross)	Cash (gross)	RSU[9]			
Julie Galbo, Chairperson[1]	110	-	-	-	-	110
Olivier Jaquet, Vice Chairperson[2/3/7]	120	-	-	-	7	127
Maria Hjorth[4]	45	-	-	-	-	45
Lars Lunde[3]	40	-	-	-	-	40
Casey Rosenthal[5]	40	-	-	-	-	40
Jørn Larsen[6]	10	-	-	-	1	11
Kristian Wulf-Andersen[6]	10	-	-	-	1	11
Board of Directors	**375**	**-**	**-**	**-**	**9**	**384**
Jørn Larsen, CEO	694	659	159	16	290	1,818
Kristian Wulf-Andersen, CFO	462	606	107	15	221	1,411
Executive Management	**1,155**	**1,265**	**266**	**31**	**511**	**3,229**
Related parties	**8**	**-**	**-**	**-**	**1**	**9**

1 Member of NRC (without remuneration)
2 Chairperson of NRC
3 Member of ARC
4 Chairperson of ARC
5 Member of NRC
6 Member of the BoD until 29 April 2021
7 Receives an additional annual fee of CHF 50k for his extraordinary contribution to Trifork's customer development in Switzerland
8 Includes employer contributions to social security for Swiss Members of BoD and EM and pension (BVG) for members of EM
9 As per 1 April 2021, 30,032 RSU were granted to the Executive Management (CEO: 17,983) with a total value of CHFk 581. The costs are allocated evenly over the vesting period of up to three years.

8. Disclosure of interests held by the Board of Directors and Executive Management

For this disclosure, please refer to Note 14 in the financial statements of Trifork Holding AG.

To the General Meeting of Trifork Holding AG, Feusisberg

Zurich, 28 February 2023
Ernst & Young Ltd

Report of the statutory auditor on the remuneration report

Opinion

We have audited the remuneration report of Trifork Holding AG (the Company) for the year ended 31 December 2022. The audit was limited to the information on remuneration, loans and advances pursuant to Art. 14-16 of the Ordinance against Excessive Remuneration in Listed Companies Limited by Shares (Verordnung gegen übermässige Vergütungen bei börsenkotierten Aktiengesellschaften, VegüV) contained in paragraph 7 on pages 64 to 65 of the remuneration report.

In our opinion, the information on remuneration, loans and advances in the remuneration report (page 64 to 65) complies with Swiss law and Art. 14-16 VegüV.

Basis for opinion

We conducted our audit in accordance with Swiss law and Swiss Standards on Auditing (SA-CH). Our responsibilities under those provisions and standards are further described in the "Auditor's responsibilities for the audit of the remuneration report" section of our report. We are independent of the Company in accordance with the provisions of Swiss law and the requirements of the Swiss audit profession, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

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

Other information

The Board of Directors is responsible for the other information. The other information comprises the information included in the annual report, but does not include the information contained in paragraphs xx to xx on pages XX to XX of the remuneration report, the consolidated financial statements, the stand-alone financial statements and our auditor's reports thereon.

Our opinion on the remuneration report does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the remuneration report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the audited financial information in the remuneration report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Board of Directors' responsibilities for the remuneration report

The Board of Directors is responsible for the preparation of a remuneration report in accordance with the provisions of Swiss law and the Company's articles of incorporation, and for such internal control as the Board of Directors determines is necessary to enable the preparation of a remuneration report that is free from material misstatement, whether due to fraud or error. The Board of Directors is also responsible for designing the remuneration system and defining individual remuneration packages.

Auditor's responsibilities for the audit of the remuneration report

Our objectives are to obtain reasonable assurance about whether the information on remuneration, loans and advances pursuant to Art. 14-16 VegüV is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Swiss law and SA-CH will always detect a material misstatement when it exists. 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 this remuneration report.

As part of an audit in accordance with Swiss law and SA-CH, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement in the remuneration report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made.

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

We also provide the Board of Directors or its relevant committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

Tobias Meyer
Licensed audit expert
(Auditor in Charge)

Nicole Meister
Licensed audit expert

ESG & Key Figures

For further details, and the comprehensive results of the screening, please see the Trifork Group 2022 ESG Report (investor.trifork.com/statutes)

At Trifork, we are driven by our mission to change the world with software, and sustainability is an integral element for how we operate as a business. Trifork's engagement with ESG is not only a focus area in relation to our customers, but also an integrated part of how we work internally and reflected in the investments we make. Our ESG efforts and focus are set out in our ESG Report 2022.

For 2022, reporting our carbon emissions in the categories scope 1-3, and we are continuously assessing how to lower our climate footprint, including our CO2 emissions. We are currently on a journey to build the ultimate sustainable office building – the Trifork Smart Building. The construction is a result of Trifork's philosophy on developing software inspired by and in collaboration with our customers, and we expect several smart buildings to be built in the coming years.

Our employees are the most important resource at Trifork and we recognize that in order to ensure a workplace with committed employees, it is pivotal to ensure a good working environment with respect for fundamental labour rights and standards. To accommodate this, it is important for us to facilitate work-life balance and we track sick days and offer stress coaches to employees, if need be.

Key figures	Unit	2022	2021
Environment			
CO^2e, Scope 1 (direct GHG emissions)	tons per FTE	0.16	n/a
CO^2e, Scope 2 (indirect GHG emissions)	tons per FTE	0.35	n/a
CO^2e, Scope 3 (other indirect GHG emissions)	tons per FTE	9.49	n/a
Renewable energy share	%	87.6%	77.3%
Water consumption	m^3 per FTE	6.4	4.8
Social			
Average full-time employees	FTE	970	880
Employee gender diversity	f/m	21.0%/79.0%	20.7%/79.3%
Business Unit Leader (BUL) gender diversity	f/m	21.0%/79.0%	27.3%/72.7%
Sickness absence	%	2.7%	2.4%
Employee turnover	%	15.4%	15.6%
Governance			
Gender diversity BoD	f/m	50%/50%	40.0%/60.0%
Attendance at BoD meetings	%	95.7%	99.1%

As a next-gen software company, we want to support future talent and contribute to society through thought leadership. This is enforced in different ways throughout the organization with, e.g., our GOTO universe as well as business unit initiatives such as hackerdays.

We believe that diversity is key to fulfil our mission and that a diverse organization brings many advantages from increased creativity to better solutions. It requires that we provide equal opportunities for people of all ages, genders, nationalities, religions, cultures, skin color, political opinions and sexual preferences. In 2022, we updated our Diversion and Inclusion Policy, which provides specific guidelines on principles applicable for Trifork, ensure equal opportunities for all and facilitates a gender balance in managerial functions in Trifork.

Moreover, we have in 2022 enhanced our business partner and supplier responsibility by updating our approach hereto in our CSR Policy as well as our Code of Conduct.

Our ESG Report 2022 also entails our continuous commitment to the UN Global Compact and the Sustainable Development Goals 4, 5, 8 and 12.

EU Taxonomy

The EU Taxonomy provides shareholders and stakeholders with a common basis to evaluate the sustainability of a company's activities.

For the financial year 2022, Trifork Group for the first time reports on its share of economic activities that can be characterized as both eligible for the EU Taxonomy as well as aligned with the EU Taxonomy.

To qualify as an aligned economic activity, the economic activity must adhere to certain screening criteria set out by the EU within the two categories "Substantial contribution to climate change adoption" and "Do not significant harm". Further, the company must adhere to minimum safeguards set out by the EU.

Trifork has reviewed the extensive criteria for our eligible economic activities and has taken a conservative approach to the EU Taxonomy. Based on our review, we have concluded that for 2022, none of our eligible activities are aligned with the EU taxonomy, as Trifork does not have all of the required detailed documentation in place. We will therefore disclose these economic activities as eligible, but not aligned.

In 2022, 97% of revenue, 94% of CAPEX, and 87% of OPEX qualify as eligible activities under the EU Taxonomy.

During 2023, we will work actively towards fulfilling the criteria necessary to have economic activities aligned with the EU Taxonomy.

Whistleblower protocol

Trifork has an implemented whistleblower channel adopted by the Board of Directors. The whistleblower channel is described in the Trifork Group Whistleblower Protocol and provides Trifork all stakeholders the opportunity to report serious infringements or suspicion hereof.

When submitting a report through Trifork's whistleblower channel, the Chairperson of the Board of Directors, the Chief Legal Officer and an external legal counsel will receive the report and initiate a proper investigation of the reported incident in accordance with Trifork Group Whistleblower Protocol. Independency of the investigation will be ensured by the external legal counsel. Any serious infringement or suspicion hereof may also be reported directly to the external legal counsel.

https://trifork.com/whistleblower/
Whistleblower form

All relevant persons are strongly encouraged to report any serious infringements or suspicion hereof in order to ensure that Trifork will continue to be a transparent and fair business that is committed to detect and prevent fraud, harassment, breach of security and data protection as well as other types of misconduct.

No incidents have been filed via Trifork's whistleblower channel during 2022.

Data ethics

Trifork has in place a Data Ethics Policy cf. section 99 d of the Danish Financial Statements Act which sets out Trifork's approach to data ethics and describes the ethical principles which Trifork and its group companies must adhere to when using data and applying new technologies.

As a software company Trifork processes various types of data including personal data. The personal data processed by Trifork internally is primarily data received from employees and job applicants.

As part of our operations, we process data for customers primarily in connection with development and maintenance of IT systems, IT Infrastructure services, IT consultancy services and digital services.

We recognize that data might be target for misuse or used for unintended purposes. Consequently, we assess risks related to data protection on an ongoing basis and we have developed detection mechanisms enabling us to respond to data breaches. Likewise, we ensure that suppliers provide relevant protection capabilities as well as we require suppliers to have appropriate detection and response processes in place.

In the Trifork Group we use a broad range of technologies and help our customers adapt new technologies. We carefully analyze the impact on all involved parties when using new technologies in order to ensure that new technologies will not be used to harm any persons (including avoiding any unintentional biases).

Trifork's Data Ethics Policy is approved by the Board of Directors. Trifork Group's data ethics initiatives are anchored with the Chief Information Security Officer together with the Executive Management who is responsible for developing and maintaining procedures and training programs to ensure that employees of the Group comply with the data ethics principles set out in the Data Ethics Policy.

For more information about Trifork's approach to data ethics refer to our Data Ethics Policy https://investor.trifork.com/statutes/.

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Shareholders

The Trifork Holding AG share

The Trifork Holding AG share was priced at DKK 144.00 on 31 December 2022, which represents a 53% decline during 2022 but only a 4% decline since the IPO on 27 May 2021. During 2022, the OMX Nordic Mid Cap index declined by -26%. In this period, most traded shares were highly affected by the war in the Ukraine, the increase in interest and inflation rates and the uncertainty regarding power supply and pricing.
Trifork's 2022 year end market capitalization amounted to DKK 2,843 billion, equivalent to approximately EUR 381 million.

Share capital and ownership

On 31 December 2022, Trifork had a share capital of CHF 1,974,489.90 consisting of 19,744,899 shares with a nominal value of CHF 0.10.

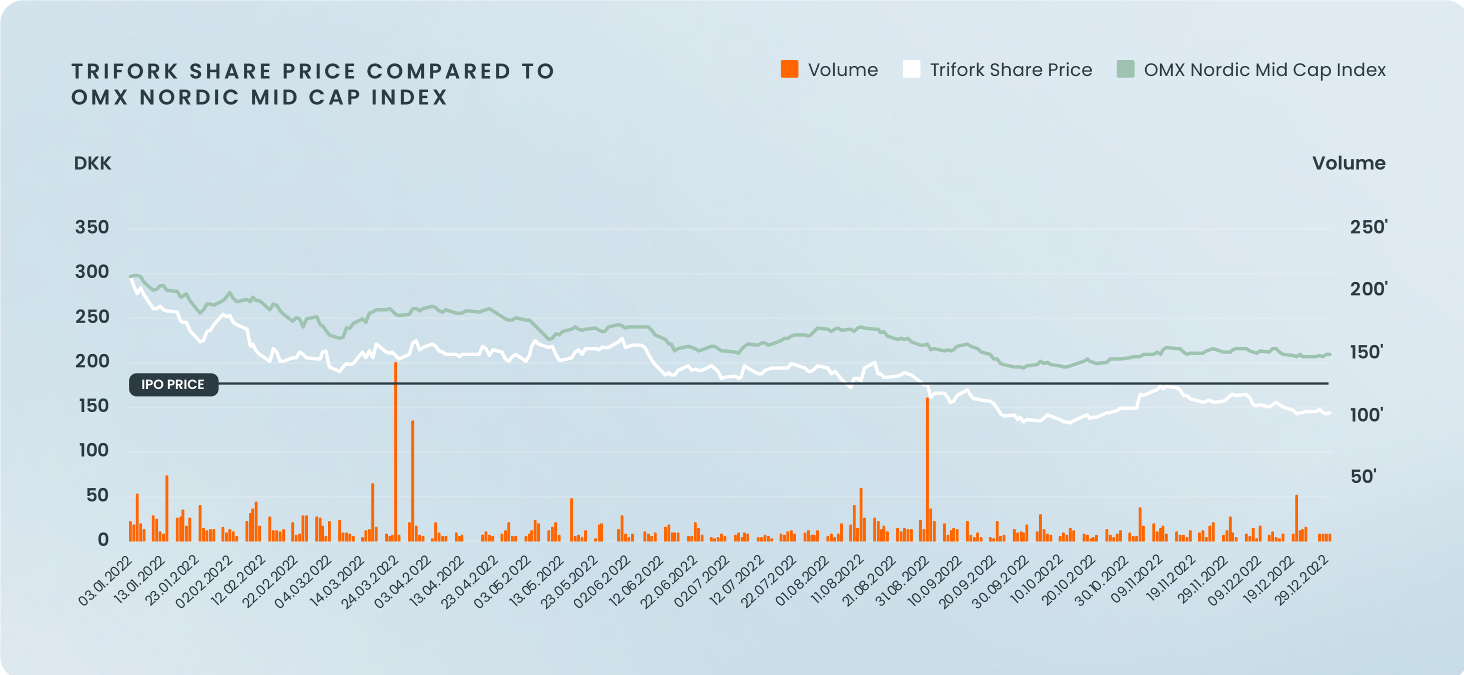
At the end of 2022, Trifork held 65,009 treasury shares (0.3%) that may be used for employee compensation including its RSU plan, financing of acquisition and other purposes.

The available authorized capital as of 31 December 2022 amounts to CHFk 279. This equates to 2,787,213 registered shares (nominal value of CHF 0.10 per registered share). Shareholders' subscription rights are excluded. The authorized capital is exercisalbe at any time until 29 April 2023.

As of 31 December 2022, conditional capital of CHFk 50 (by issuing a maximum of 500,000 registered shares with a nominal value of CHF 0.10 (EUR 0.10) each, to be fully paid up, excluding shareholders' subscription rights) is available.

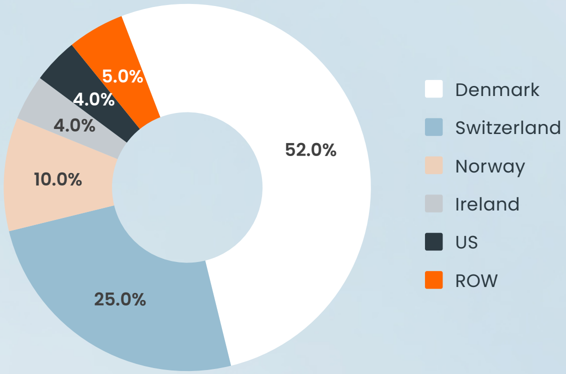
At that date, Trifork had more than 6,700 shareholders. Major shareholders, based on regulatory announcements and voluntary disclosure at the end of 2022, were Jørn Larsen, Co-founder and CEO of Trifork, with 19.7% ownership of shares outstanding, Ferd AS with 10.0%, Kresten Krab Thorup with 6.6% and Chr. Augustinus Fabrikker Akts. with 5.1%.

Market information for 2022	
Price at 31 December (DKK)	144.00
Price at 31 December (EUR)	19.32
Price high (DKK)	303.50
Price low (DKK)	129.00
IPO share price on 27 May 2021 (DKK)	150.00
Market value at 31 December (DKK)	2.843 billion
Market value at 31 December (EUR)	381 million
Share performance in 2022	-53%
Share performance since IPO to 31/12/2022	-4%

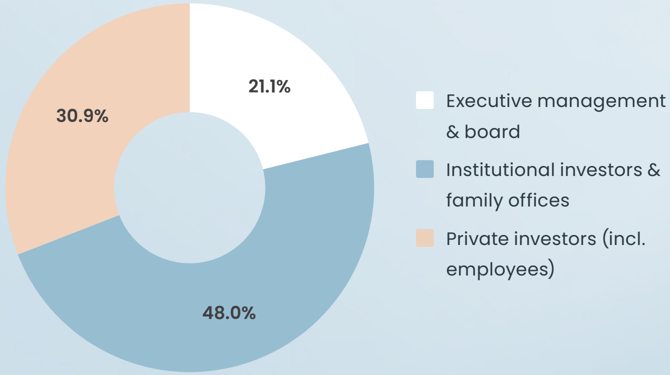


Shareholder Overview

SHAREHOLDER STRUCTURE BY COUNTRY



SHAREHOLDER STRUCTURE BY INVESTOR TYPE



SHARE INFORMATION

Stock exchange	Nasdaq CPH A/S
Index	Mid Cap
Share capital (CHF)	1,974,489.90
Number of shares	19,744,899
Nominal value (CHF)	0.10 per share
ISIN code	CH1111227810
Trading symbol	TRIFOR
Treasury shares at 31 December 2022	65,009

FINANCIAL CALENDAR

28 February 2023	Annual and Q4/2022 report
12 April 2023	Annual General Meeting
3 May 2023	Q1/2023 report
17 August 2023	Q2 & 6M/2023 report
31 October 2023	Q3 & 9M/2023 report

Dividends

Trifork's dividend policy is to retain earnings to support organic and acquisitive growth. Accordingly, it proposes a dividend of EUR 0.14 per share for the financial year 2022, which corresponds to 25% of the earnings per share in 2022, not taking into account the unrealized gains from Labs investments. For the financial year 2021, Trifork paid a dividend of EUR 0.38 per share, which was 25% of the 2021 earnings per share, taking into account the gain from the deconsolidation of Dawn Health.

Dividends will be declared in Swiss Francs and paid out in Danish Kroner. The exchange rate will be determined at the time of the resolution to distribute dividends by the Annual General Meeting.

Annual General Meeting

Trifork's Annual General Meeting will be held physically and virtually on 12 April 2023.

Investor relations

Trifork aims to provide full transparency and engage in an open dialogue with investors and research analysts about the company's business and financial performance. Trifork seeks to provide all investors with timely information on our investor website (investor.trifork.com), where interested parties also can subscribe to Trifork's distribution of company announcements.

Statement by the Board of Directors and Executive Management

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Today, the Board of Directors and the Executive Management have considered and approved the Annual Report of Trifork Holding AG for the financial year 1 January to 31 December 2022.

The consolidated financial statements are prepared in accordance with IFRS as issued by the IASB, the requirements of the Swiss Code of Obligations ("Swiss GAAP") and additional requirements according to the Danish Financial Statements Act applying to listed entities.

The separate financial statements are prepared in accordance with the requirements of Swiss GAAP and additional applicable requirements according to the Danish Financial Statements Act applying to listed entities.

In our opinion, the accounting policies applied are appropriate and the Group's internal controls relevant to the preparation and presentation of the Annual Report are adequate. The consolidated financial statements and give a true and fair view of the Group's financial position on 31 December 2022 and of the results of the Group's operations and cash flows for the financial period 1 January to 31 December 2022.

In our opinion, the separate financial statements for the period from 1 January to 31 December 2022 comply with Swiss GAAP, additional applicable requirements according to the Danish Financial Statements Act and the company's articles of association.

In our opinion, the management commentaries contain a fair review of the development in the operations and financial matters of the Group and the Parent Company, the results for the year and of the Parent's financial position and the position as a whole for the entities included in the consolidated financial statements, together with a review of the significant risks and uncertainties faced by the Group.

The consolidated environmental, social and governance data contained in the management commentary have been prepared in accordance with customary and appropriate reporting principles and calculation methods and gives a true and fair view of the Group's environmental, social and governance performance.

In our opinion, the Annual Report of the Trifork Group with the file name Trifork-2022-12-31.zip for the financial year 1 January – 31 December 2022 for the Group and the Parent Company is conducted in compliance with the ESEF Regulation.

We recommend the Annual Report be approved at the Annual General Meeting.

Schindellegi, 28 February 2023

Julie Galbo	Chairperson
Olivier Jaquet	Vice-Chairperson
Maria Hjorth	Board member
Christoffer Holten	Board member
Casey Rosenthal	Board member
Anne Templeman-Jones	Board member
Jørn Larsen	CEO
Kristian Wulf-Andersen	CFO

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TRIFORK GROUP

Consolidated Financial Statements 2022

Contents

Consolidated financial statements

Consolidated Income Statement

for the year ended 31 December

(in EURk)	Notes	2022	2021
Revenue from contracts with customers	2.1/2	184,936	158,525
Rental income		1,181	473
Other operating income	4.2	492	22,923
Operating income		**186,609**	**181,921**
Cost of goods and services purchased	2.3	-37,514	-29,294
Personnel costs	3.1	-97,762	-87,702
Other operating expenses	2.4	-20,890	-17,549
Operating expenses		**-156,166**	**-134,545**
Earnings before financial items, tax, depreciation and amortization		**30,443**	**47,376**
Depreciation, amortization and impairment	2.5	-12,102	-11,769
Earnings before financial items and tax		**18,341**	**35,607**
Fair value adjustments on investments in Trifork Labs	5.1	6,154	5,022
Share of results from associated companies	4.5	8	114
Other financial income	2.6	615	145
Other financial expenses	2.6	-1,897	-2,038
Result on foreign exchange	2.6	-975	-2,194
Financial result		**3,905**	**1,049**
Earnings before tax		**22,246**	**36,656**
Income tax expense	2.7	-4,146	-3,960
Net income		**18,100**	**32,696**
Attributable to shareholders of Trifork Holding AG		15,211	29,349
Attributable to non-controlling interests		2,889	3,347
Earnings per share of Trifork Holding AG, basic (in EUR)	2.8	0.77	1.52
Earnings per share of Trifork Holding AG, diluted (in EUR)	2.8	0.77	1.52

Consolidated Statement of Comprehensive Income

for the year ended 31 December

(in EURk)	2022	2021
Net income	**18,100**	**32,696**
Items that may be reclassified to profit or loss, after tax		
Currency translation adjustment for foreign operations	1,164	3,006
Currency translation adjustment reclassified to profit or loss	-	- 1
Items that will not be reclassified to profit or loss, after tax		
Remeasurements of the net defined benefit liabilities	510	339
Other comprehensive income	**1,674**	**3,344**
Total comprehensive income	**19,774**	**36,040**
Attributable to shareholders of Trifork Holding AG	16,878	32,618
Attributable to non-controlling interests	2,896	3,422

Consolidated Statement of Financial Position

for the year ended 31 December

Assets (in EURk)	Note	2022	2021
Intangible assets	4.6	73,838	76,288
Right-of-use assets	4.7	33,001	23,295
Property, plant and equipment	4.8	7,914	9,117
Investments in Trifork Labs	5.1	60,312	47,259
Investments in associated companies	4.5	5	21
Other non-current financial assets	4.9	2,125	2,897
Deferred tax assets	2.7	194	193
Total non-current assets		**177,389**	**159,070**
Trade receivables	6.1	35,441	36,066
Contract assets	6.1	1,438	1,883
Other current financial assets	4.9	-	343
Other current receivables		663	825
Prepaid expenses		2,752	2,415
Work in progress		939	434
Cash and cash equivalents		30,652	44,628
Total current assets		**71,885**	**86,594**
Assets		**249,274**	**245,664**

Liabilities and shareholders' equity (in EURk)	Note	2022	2021
Share capital	7.1	1,663	1,663
Treasury shares	7.1	-1,635	-994
Retained earnings		112,000	107,696
Currency translation adjustment		2,601	1,433
Equity attributable to shareholders of Trifork Holding AG		**114,629**	**109,798**
Non-controlling interests	8.2	780	938
Total shareholders' equity		**115,409**	**110,736**
Non-current financial liabilities	7.3	37,718	60,405
Other non-current liabilities	3.3	2,153	2,670
Deferred tax liabilities	2.7	4,978	5,264
Total non-current liabilities		**44,849**	**68,339**
Current financial liabilities	7.3	63,149	35,753
Trade payables		5,544	7,262
Contract liabilities		3,637	6,726
Current tax liabilities		4,178	2,322
Other current liabilities	6.2	12,508	14,526
Total current liabilities		**89,016**	**66,589**
Total liabilities		**133,865**	**134,928**
Liabilities and shareholders' equity		**249,274**	**245,664**

Consolidated Statement of Changes in Shareholders' Equity

for the year ended 31 December

(in EURk)	Share capital	Treasury shares	Retained earnings	Currency translation adjustment	Equity attributable to the shareholders of Trifork Holding AG	Non-controlling interests	Total equity
1 January 2021	**1,562**	**-524**	**81,043**	**-1,587**	**80,494**	**2,702**	**83,196**
Net income	-	-	29,349	-	29,349	3,347	32,696
Other comprehensive income	-	-	339	2,930	3,269	75	3,344
Total comprehensive income	**-**	**-**	**29,688**	**2,930**	**32,618**	**3,422**	**36,040**
Capital increase	101	-	18,845	-	18,946	-	18,946
Costs related to capital increase	-	-	-1,559	-	-1,559	-	-1,559
Dividends	-	-	-10,871	-	-10,871	-2,147	-13,018
Transactions with treasury shares	-	-977	2	-	-975	-	-975
Additions from business combinations	-	11	1,912	-	1,923	-	1,923
Disposal / loss of control of a Group company	-	-	-	-	-	-608	-608
Acquisition of non-controlling interests, net	-	496	-1,735	-	-1,239	-294	-1,533
Changes in liabilities towards non-controlling interests	-	-	-9,876	90	-9,786	-2,137	-11,923
Share-based payments	-	-	247	-	247	-	247
31 December 2021	**1,663**	**-994**	**107,696**	**1,433**	**109,798**	**938**	**110,736**
Net income	-	-	15,211	-	15,211	2,889	18,100
Other comprehensive income	-	-	510	1,157	1,667	7	1,674
Total comprehensive income	**-**	**-**	**15,721**	**1,157**	**16,878**	**2,896**	**19,774**
Dividends	-	-	-7,624	-	-7,624	-3,295	-10,919
Transactions with treasury shares	-	-641	-202	-	-843	-	-843
Changes in liabilities towards non-controlling interests	-	-	-4,203	11	-4,192	241	-3,951
Share-based payments	-	-	612	-	612	-	612
31 December 2022	**1,663**	**-1,635**	**112,000**	**2,601**	**114,629**	**780**	**115,409**

Consolidated Cash Flow Statement
for the year ended 31 December

(in EURk)	Notes	2022	2021
Net income		**18,100**	**32,696**
Adjustments for:			
Depreciation, amortization and impairment	2.5	12,102	11,769
Non-cash other operating income		-32	-22,268
Fair value adjustment from investments in Trifork Labs	5.1	-6,154	-5,022
Share of result from associated companies	4.5	-8	-114
Other financial result	2.6	2,257	4,087
Income tax expense	2.7	4,146	3,960
Adjustment for other non-cash items		580	217
Changes in net working capital		-6'028	-9,607
Payment to Employees' Holiday Funds	3.3	-	-3,289
Income taxes paid		-2,869	-4,654
Cash flow from operating activities		**22'094**	**7,775**
Acquisition of Group companies, net of cash acquired	4.1	-	-1,630
Acquisition of Group companies, settlement of contingent consideration liabilities	4.3	-789	-216
Sale of Group companies, net of cash disposed	4.2	-	2,063
Purchase of intangible assets	4.6	-1,274	-756
Sale of intangible assets		-	150
Purchase of property, plant and equipment	4.8	-4,724	-4,946
Sale of property, plant and equipment		3,681	250
Dividends received from associated companies	4.5	24	107
Purchase of investments in Trifork Labs	5.1	-9,628	-5,645
Sale of investments in Trifork Labs	5.1	3,279	58,756
Dividends received from investments in Trifork Labs	5.1	287	688
Loans granted		-899	-775
Repayment loans granted		812	1,478
Interest received		28	131
Cash flow from investing activities		**-9,203**	**49,655**

(in EURk)	Notes	2022	2021
Proceeds from borrowings	7.3	11,566	4,925
Repayment of borrowings	7.3	-11,937	-32,012
Payment of lease liabilities	7.3	-5,856	-4,986
Proceeds from capital increase		-	18,946
Costs related to capital increase		-	-1,559
Interest paid		-1,392	-1,549
Acquisition of non-controlling interests	4.3/8.2	-7,481	-2,481
Purchase of treasury shares	7.1	-843	-727
Sale of treasury shares	7.1	-	55
Dividends paid		-10,919	-13,018
Cash flow from financing activities		**-26,862**	**-32,406**
Exchange differences on cash and cash equivalents		-5	1,647
Change in cash and cash equivalents		**-13,976**	**26,671**
Cash and cash equivalents at the beginning of the period		44,628	17,957
Cash and cash equivalents at the end of the period		**30,652**	**44,628**

Contents

Notes to the Consolidated Financial Statements

The notes are grouped into eight sections related to key areas. The sections contain the relevant financial information as well as a description of the significant accounting estimates, assumptions and judgments and the accounting policies applied for the topics of the individual notes.

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SECTION 2

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SECTION 1

Basis of preparation

This section introduces the general accounting policies and significant accounting estimates, assumptions and judgments of the Trifork Group.

The detailed description of accounting policies and significant estimates, assumptions and judgments related to reported amounts is presented in the respective notes.

The purpose is to provide transparency on the disclosed amounts and to describe the relevant accounting policy, and significant estimates, assumptions and judgments for each note.

1

NOTE 1.1

General information

Trifork Holding AG ("the Company") is a company incorporated in Switzerland with its registered offices at Neuhofstrasse 10, 8834 Schindellegi (Feusisberg).

The Company is the parent company of Trifork Group ("Group").

The Group's principal activities are divided into two segments:

- "Trifork" focuses on software development and operations of IT-systems, including conferences and trainings.
- "Trifork Labs" focuses on investments in tech startup companies and is the Group's driver for R&D innovation.

These consolidated financial statements of the Trifork Group have been prepared in accordance with International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB).

The historical cost principle is applied, except for certain financial instruments (investments in Trifork Labs, contingent consideration liabilities).

The consolidated financial statements are presented in Euro and all amounts are in thousand (EURk), unless otherwise stated. Due to rounding, numbers presented throughout this report may not add up precisely to the totals and percentages may not precisely reflect the absolute figures.

Apart from changes due to the implementation of new or amended standards and interpretations as described in note 1.2, accounting policies as described below and in the respective notes are unchanged from last year.

The registered shares of the Company are traded on the NASDAQ Copenhagen.

§ Accounting Policies

The overall accounting policies applied to the consolidated financial statements as a whole are described below. The accounting policies related to specific line items are described in the notes to which they relate. The description of accounting policies in the notes forms part of the overall description of Trifork's accounting policies:

2.2	Revenue from contracts with customers
2.3	Cost of goods and services purchased
2.7	Income taxes
3.1	Personnel costs
3.2	Share-based payments
3.3	Pension and similar obligations
4.1	Acquisition of businesses
4.2	Business disposed/loss of control
4.4	Redemption amount of put-options
4.5	Investments in associated companies
4.6	Intangible assets
4.7	Right-of-use assets
4.8	Property, plant and equipment
4.9	Other financial assets
5.1	Investments in Trifork Labs
6.1	Trade receivables and contract assets
7.1	Shareholders equity
7.2	Financial instruments
7.3	Financial liabilities

Consolidation

The consolidated financial statements are prepared based on the financial statements of Trifork Holding AG and its subsidiaries as of 31 December 2022, all of which are prepared in accordance with uniform accounting principles. The consolidated financial statements of the Trifork Group include all companies in which the Group holds more than 50% of voting rights, or which it controls in some other way.

The list of the principal subsidiaries is provided in the Note 8.6 Trifork Group companies.

Changes in the scope of consolidation are disclosed in Notes 4.1 Acquisition of businesses and Note 4.2 Businesses disposed/loss of control.

All assets and liabilities, equity, income, expenses and cash flows relating to transactions between Group companies are eliminated in full on consolidation.

NOTE 1.1

General information (continued)

Foreign currencies

The Group's consolidated financial statements are presented in EUR, which is the primary currency for the Group's activities. The parent company's functional currency is CHF.

For each entity, the Group determines the functional currency and items included in the financial statements of each entity are measured using that functional currency.

TRANSACTIONS AND BALANCES

Transactions in foreign currencies are initially recorded by Group entities at their respective functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates at the reporting date.

Differences arising on settlement or translation of monetary items are recognized in profit or loss with the exception of monetary items that are considered as part of the Group's net investment in a foreign operation. These are recognized in OCI until the net investment is disposed of, at which time, the cumulative amount is reclassified to profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item.

TRANSLATION OF FOREIGN OPERATIONS

On consolidation, the assets and liabilities of foreign operations are translated into EUR at the rate of exchange prevailing at the reporting date and income and expenses are translated at the average rates for the period, as an approximation of exchange rates prevailing at the dates of the transactions. The exchange differences arising on translation for consolidation are recognized in OCI. On disposal of a foreign operation, the component of OCI relating to that particular foreign operation is reclassified to profit or loss.

The following exchange rates are used for the translation into EUR for the Group's most relevant currencies:

		Exchange rates at period end		Average exchange rates for the period	
	Unit	2022	2021	2022	2021
DKK	1	0.1345	0.1345	0.1344	0.1345
CHF	1	1.0155	0.9680	0.9957	0.9250
GBP	1	1.1275	1.1901	1.1733	1.1629
USD	1	0.9376	0.8829	0.9509	0.8454

NOTE 1.2

Changes in accounting policies

The accounting policies adopted in these consolidated financial statements 2022 are consistent with those applied in 2021 except as outlined below:

Adoption of new and revised IFRS standards

The Group has applied new and amended International Financial Reporting Standards (IFRS) on 1 January 2022:

Standard	Subject
IFRS 3	Reference to the conceptual framework (amendment)
IAS 37	Onerous contracts - Costs of fulfilling a contract (amendment)
Annual improvements	Collective standard with amendments to various IFRS with the primary goal of eliminating inconsistencies and clarifying terminology

The changes do not materially impact the financial position and performance or cash flow of the Trifork Group nor have they led to additional disclosures in these financial statements.

Other minor changes in IFRS also became effective but are not relevant for the Group.

The IASB has issued amendments to standards that are not yet effective. The Group has not early adopted any of these. The following changes are potentially relevant and applicable for reporting periods from 2022 onwards:

Standard	Subject
IAS 1	Disclosure of accounting policies (amendment - 2023)
	Classification of liabilities as current and non-current (2024)
IAS 8	Definition of accounting estimates (amendment - 2023)
IAS 12	Deferred tax related to assets and liabilities arising from a single transaction (amendment - 2023)

No material impact on the financial position and performance or cash flow of the Trifork Group are expected from these amendments.

NOTE 1.3

Accounting estimates, assumptions and judgments

Determining the carrying value of certain assets and liabilities requires estimates, assumptions and judgments regarding future events. These are based on historical experience and other factors that management considers reasonable under the circumstances, but which are uncertain and unpredictable.

Assumptions may be incomplete or inaccurate, and unanticipated events or circumstances may arise. It may be necessary to change previous estimates due to changes in the facts underlying the previous estimates, or because of new information.

Furthermore, the Group is subject to risks and uncertainties that may cause the actual outcome to differ from these estimates. The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described in the notes to which they relate.

Significant accounting estimates, assumptions and judgments

2.7	Income taxes
4.3	Contingent consideration liabilities
4.4	Redemption amounts of put-options
4.6	Intangible assets
5.1	Investment in Trifork Labs

SECTION 2

Results for the year

This section covers notes related to the performance for the financial year, including segment information showing operating segment and sub-segment revenues and operating results.

2

NOTE 2.1

Segment information

The business and operations of the Trifork Group comprise of the two main segments, Trifork and Trifork Labs. Trifork is further divided into the three sub-segments Inspire, Build and Run the results of which are reported to the Executive Management (Chief operating decision maker) for performance measurement and resource allocation and represent operating segments. Trifork has therefore concluded that it has four operating segments, namely Inspire, Build and Run, which are aggregated into the Trifork column, and Trifork Labs.

The results of the segments are monitored by the Executive Management at the level of Earnings before financial items, taxes, depreciation and amortization (Trifork) and of EBT (Trifork Labs).

Trifork

Trifork is focused on delivering services to the customers of Trifork. The services are delivered within three sub-segments: Inspire (organizing conferences and trainings on software development), Build (development of innovative software in customer projects) and Run (delivery and operation of software products and related services for customers).

'Other' mainly comprise of general corporate costs, management services to individual Labs investments and IPO-preparation costs in 2021.

Trifork Labs

Trifork Labs is focused on founding new tech start-ups and investing in selected tech companies that are at the forefront of the technological development with new and innovative software products.

For internal management reporting and performance measurement, all Trifork Labs investments are monitored on a fair value basis with changes recognized in profit or loss and thus presented as such in the segment reporting.

2022 (in EURk)	Inspire	Build	Run	Other	Trifork	Labs	Elimination	Total
Revenue								
- from external customers	5,736	139,749	38,816	635	184,936	-	-	184,936
- from other segments	-	-	-	1,466	1,466	-	-1,466	-
Total segment revenue	**5,736**	**139,749**	**38,816**	**2,101**	**186,402**	**-**	**-1,466**	**184,936**
Earnings before financial items, tax, depreciation and amortization	**-37**	**29,273**	**6,488**	**-3,800**	**31,924**	**-1,481**	**-**	**30,443**
Depreciation and amortization	-295	-6,376	-4,056	-1,302	-12,029		-	-12,029
Impairment			-73		-73		-	-73
Earnings before financial items and tax	**-332**	**22,897**	**2,359**	**-5,102**	**19,822**	**-1,481**	**-**	**18,341**
Financial result	n/a	n/a	n/a	n/a	-1,933	5,838	-	3,905
Earnings before tax (EBT)	**n/a**	**n/a**	**n/a**	**n/a**	**17,889**	**4,357**	**-**	**22,246**
Average number of employees	**18**	**685**	**172**	**92**	**967**	**3**	**-**	**970**

NOTE 2.1

Segment information (continued)

2021 (in EURk)	Inspire	Build	Run	Other	Trifork	Labs	Elimination	Total
Revenue								
- from external customers	2,390	122,980	32,650	505	158,525	-	-	158,525
- from other segments	-			1,426	1,426	-	-1,426	-
Total segment revenue	**2,390**	**122,980**	**32,650**	**1,931**	**159,951**	**-**	**-1,426**	**158,525**
Earnings before financial items, tax, depreciation and amortization	**-640**	**48,146[1]**	**7,438**	**-6,065**	**48,879**	**-1,503**	**-**	**47,376**
Depreciation and amortization	-288	-6,382	-3,546	-1,456	-11,672	-	-	-11,672
Impairment	-	-	-97	-	-97	-	-	-97
Earnings before financial items and tax	**-928**	**41,764**	**3,795**	**-7,521**	**37,110**	**-1,503**	**-**	**35,607**
Financial result	n/a	n/a	n/a	n/a	-3,757	4,806	-	1,049
Earnings before tax (EBT)	**n/a**	**n/a**	**n/a**	**n/a**	**33,353**	**3,303**	**-**	**36,656**
Average number of employees	**19**	**626**	**154**	**79**	**878**	**2**	**-**	**880**

1 Including gain of EURk 22,131 from the deconsolidation of Dawn Holding ApS (refer to Note 4.2).

GEOGRAPHICAL INFORMATION

(in EURk)	Revenue from external customers[1]	Non-current assets[2]
2022		
Denmark	129,087	88,643
UK	11,807	8,775
Netherlands	7,599	6,884
USA	6,775	1,033
Switzerland	9,834	7,812
Others	19,834	1,606
Total	**184,936**	**114,753**
2021		
Denmark	112,563	82,719
UK	10,006	9,412
Netherlands	8,242	7,221
USA	4,337	1,031
Switzerland	4,113	6,781
Others	19,264	1,536
Total	**158,525**	**108,700**

1 The geographical information is based on the locations of the customers.

2 Intangible assets, right-of-use assets and property, plant and equipment.

NOTE 2.2

Revenue from contracts with customers

A. Revenue streams

(in EURk)	2022	2021
Inspire	5,736	2,390
Build	139,749	122,980
Run:		
- Licenses and support	11,702	7,824
- Hardware	1,416	4,782
- Hosting and security	25,698	20,044
Other	635	505
Total revenue from contracts with customers	**184,936**	**158,525**

B. Revenue by business area

(in EURk)	2022	2021
Inspire	5,736	2,390
Digital health	19,356	16,026
Smart enterprise	84,296	76,560
Smart building	6,297	4,191
Cloud operations	29,899	24,739
Cyber protection	15,623	10,793
Fintech	23,094	23,321
Others	635	505
Total revenue from contracts with customers	**184,936**	**158,525**

C. Timing or revenue recognition

(in EURk)	2022	2021
Goods and services transferred at a point in time	8,582	6,957
Services transferred over time	176,354	151,568
Total revenue from contracts with customers	**184,936**	**158,525**

D. Contract liabilities

All contract liabilities at the beginning of the period are recognized as revenue in the reporting period, as:

- for Inspire: Prepayments for GOTO and YOW! conferences are made only for the next upcoming conference, and;
- for Build: Trifork Group delivers its services to customers following the agile-approach (short-term and numerous independent cycles), and;
- for Licenses and support/Hosting and security: Although having long-term contracts with customers, (pre-)payments are only requested for short-term periods.

§ Accounting policies

Revenue from contracts with customers is recognized when the performance obligation in the contract has been satisfied either at a point in time or over time as control of the goods or services is transferred to the customer, at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. The Group distinguishes three classes of revenues:

1. Inspire revenue represents revenues for organizing conferences and delivering trainings. Revenues from events held are recognized over the period of the events. Amounts received in advance of the event are presented as contract liabilities.

2. Build revenue. The Group recognizes revenue from customer specific fixed price software development and consultancy services over time, as determined by the percentage of costs incurred to date compared to the total estimated costs of a contract. For time and materials contracts, the Group recognizes revenue as services are rendered.

3. Run revenue represents revenue earned from providing customers with the following goods or services:

a. Licenses and support. The Group recognizes revenue from right-to-use software licenses at the point in time when the customer obtains control over the software. Revenue from support and right-to-access licenses is recognized over the period during which such items are delivered comprising software updates, upgrades, enhancements as well as technical support.

b. Hardware. Revenue from the sale of hardware is recognized when control of the goods passes to the customer, usually on delivery of the goods.

c. Hosting and security. The Group provides hosted managed services to its customers offering server hosting, server maintenance and security among others. The Group hosts these services and recognizes revenue on a straight-line basis over the contractual service period which typically ranges from 12 to 36 months.

NOTE 2.3
Costs of goods and services purchased

(in EURk)	2022	2021
Costs of goods and services purchases	-37,514	-29,294

Accounting policies

Costs of goods and services purchased from external providers assist in the fulfilment of the performance obligations from contracts with customers (e.g. subcontractors).

NOTE 2.4
Other operating expenses

(in EURk)	2022	2021
Sales and marketing expenses	-4,323	-3,139
Service cost for leased property	-3,009	-2,252
- of which lease cost of short term and low value contracts	*-49*	*-32*
Administration expenses	-13,532	-12,033
- of which IPO-preparation costs, net[1]	-	*-1,847*
Others	-26	-125
Total other operating expenses	**-20,890**	**-17,549**

1 As per IPO, Trifork became compensated for the preparation costs by other selling shareholders in the amount of EURk 1,629.

NOTE 2.5
Depreciation, amortization and impairment

(in EURk)	Note	2022	2021
Depreciation of property, plant and equipment	4.8	-2,399	-2,194
Depreciation of right-of-use assets	4.7	-5,697	-5,454
Amortization of intangible assets	4.6	-3,933	-4,024
Impairment of intangible assets	4.6	-73	-97
Total depreciation, amortization and impairment		**-12,102**	**-11,769**

NOTE 2.6

Other financial result

A. Other financial income

(in EURk)	2022	2021
Interest income	112	132
Reversal of impairment losses on other financial assets	2	4
Fair value adjustments on contingent consideration liabilities	501	9
Total other financial income	**615**	**145**

The impact of the fair value adjustments on contingent consideration liabilities in 2022 comes from earn-out agreements from business combinations with performance not living up to the expectations (see Note 4.3).

B. Other financial expenses

(in EURk)	2022	2021
Interest expenses	-1,393	-1,545
- of which lease interests	*-631*	*-504*
- of which net interest for defined benefit plans	*-3*	*-3*
Fair value adjustments on contingent consideration liabilities	-	-292
Impairment losses on other financial assets	-504	-201
Total other financial expenses	**-1,897**	**-2,038**

In 2022, the impairment loss on other financial assets mainly results from a loan to ComplyTeq AG, that is not recoverable as the company plans to cease its activities (see Note 5.1).

In 2021, due to updated result estimation and realization for SAPBASIS ApS, the amounts for due and expected earn out payments increased (see Note 4.3).

C. Result of foreign exchange

(in EURk)	2022	2021
Foreign exchange gains	3,531	1,392
Foreign exchange losses	-4,506	-3,586
Total result on foreign exchange	**-975**	**-2,194**

NOTE 2.7

Income taxes

A. Income tax recognized in profit or loss and other comprehensive income

(in EURk)	2022	2021
Tax expense recorded in the income statement		
Current income tax expense	-4,532	-4,636
Deferred tax (expense)/income	386	676
Total tax expense recorded in the income statement	**-4,146**	**-3,960**
Tax effect recorded in other comprehensive income		
Deferred income tax from remeasurement of defined benefit plans	-68	-41
Total tax effect recorded in other comprehensive income	**-68**	**-41**

TAX EXPENSE ANALYSIS

The Group operates in various countries with differing tax laws and tax rates. As a result, the expected and actual income tax expense each year depends on the specific countries to which profits or losses are attributed. The change in the expected tax rate mainly relates to the change in the mix of pre-tax results achieved by the individual companies.

The following analysis explains the main differences between the expected and actual income tax expense (calculated using the weighted average tax rates based on the earnings before tax of each Group company).

(in EURk)	2022	2021
Earnings before tax	22,246	36,656
Weighted applicable tax rate	22.2%	24.7%
Expected income tax expense	**-4,929**	**-9,063**
Effect of changes in tax rates	-2	2
Non-taxable income		
- from investments	1,178	5,768
- others	131	164
Non-deductible expenses	-501	-752
Unrecognized tax losses from current period	-290	-485
Recognized tax losses from earlier periods	330	397
Others	-63	9
Actual income tax expense	**-4,146**	**-3,960**
Effective tax rate	18.6%	10.8%

NOTE 2.7

Income taxes (continued)

B. Deferred tax assets and liabilities

DEFERRED TAX ASSETS/(LIABILITIES), NET

(in EURk)	2022	2021
1 January	**-5,071**	**-5,356**
Net deferred tax recognized in profit or loss	386	676
Net deferred tax recognized in other comprehensive income	-68	-41
Additions from business combinations	-	-296
Exchange differences	-31	-54
31 December	**-4,784**	**-5,071**

UNRECOGNIZED TAX LOSSES CARRIED FORWARD

(in EURk)	2022	2021
Expiry in:		
- 1 year	-	-
- 2 to 5 years	1,635	560
- more than 5 years	2,591	2,238
- do not expire	4,261	5,473
Total unrecognized tax losses carried forward	**8,487**	**8,271**

RECOGNIZED IN THE STATEMENT OF FINANCIAL POSITION AS:

(in EURk)	2022	2021
Deferred tax asset	194	193
Deferred tax liability	-4,978	-5,264
Total	**-4,784**	**-5,071**

Significant accounting estimates, assumptions and judgments

Some Group companies have tax losses that can be carried forward. These lapse after seven years in Switzerland and in most other countries there is no limitation period.

Deferred tax assets are recognized on tax loss carry forwards if it is probable that they can be offset against future taxable profits. If there is uncertainty as to the future development of earnings at a given Group company, no deferred tax assets are recognized.

NOTE 2.7

Income taxes (continued)

DEFERRED TAX ASSETS/(LIABILITIES) RELATE TO THE FOLLOWING ITEMS:

	2022		2021	
(in EURk)	Deferred tax assets	Deferred tax liabilities	Deferred tax assets	Deferred tax liabilities
Intangible assets and property, plant and equipment	100	-4,927	101	-5,333
Leases (net)	355	-74	282	-55
Trade receivables	20	-	52	-
Other current assets	-	-	-	-3
Current liabilities	43	-281	17	-301
Defined benefit liabilities	60	-	138	-
Other non-current liabilities	-	-80	-	-
Tax losses carried forward	-	-	31	-
Total deferred tax assets/(liabilities)	**578**	**-5,362**	**621**	**-5,692**
Offsetting	-384	384	-428	428
Total deferred tax assets/(liabilities), net	**194**	**-4,978**	**193**	**-5,264**

Deferred tax assets of EURk 0 (2021: EURk 31) were recognized in respect of available tax losses carried forward of EURk 0 (2021: EURk 205). Tax losses carried forward are only recognized to the extent that it is probable that future taxable profits will be available against which they can be utilized.

For expected dividends from Group companies, deferred tax liabilities of EURk 80 (2021: EURk 0) were recognized, as non-refundable withholding tax will apply.

§ Accounting policy

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amounts are those that are enacted or substantively enacted at the reporting date in the countries where the Group operates and generates taxable income.

Current income tax relating to items recognized directly in equity or in OCI is recognized in equity or in OCI and not in profit or loss.

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

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

However, no deferred tax is recognized on temporary differences relating to non-tax-deductible goodwill and other items where temporary differences - excluding business combinations – have occurred at the time of initial recognition without affecting profit or taxable income.

Deferred income tax liabilities are provided for taxable temporary differences arising from investments in subsidiaries and associates, except for deferred tax liabilities where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

NOTE 2.8

Earnings per share

	2022	2021
Net income attributable to the shareholders of Trifork Holding AG (in EURk)	**15,211**	**29,349**
Weighted average number of shares issued	19,744,899	19,331,752
Weighted average number of treasury shares	-55,781	-47,646
Number of shares used for calculating basic earnings per share	**19,689,118**	**19,284,106**
Average number of shares from outstanding RSU	42,384	20,791
Number of shares used for calculating diluted earnings per share	**19,731,502**	**19,304,897**
Earnings per share of Trifork Holding AG, basic (in EUR)	**0.77**	**1.52**
Earnings per share of Trifork Holding AG, diluted (in EUR)	**0.77**	**1.52**

SECTION 3

Remuneration

The employees of Trifork Group form the backbone of all revenue generating activities.

In this section, details regarding the employee remuneration are outlined.

3

NOTE 3.1

Personnel costs

(in EURk)	Note	2022	2021
Wages and salaries		-91,521	-82,377
Share-based payments	3.2	-612	-247
Social security costs		-2,872	-2,632
Pension expense related to defined contribution plans		-4,328	-3,877
Pension expense related to defined benefit plans	3.3	-195	-110
Government grants on personnel costs		326	498
Salary refunds received		678	478
Personnel costs capitalized as development projects and work in progress[1]		762	565
Total personnel costs		**-97,762**	**-87,702**
Average number of employees		**970**	**880**

1 Development projects EURk 603 (2021: EURk 565) / work in progress EURk 159 (2021: EURk 0)

Accounting policy

Personnel costs comprises wages, salaries (including bonus arrangements), related social security expenses and pension benefits. Costs for short-term employee benefits are recognized as the related service is received.

NOTE 3.2

Share-based payments

Trifork Group maintains a share-based payment scheme for selected employees (incl. Executive Management) in order to focus part of the remuneration on the long-term development of the Group. With this scheme the employees are remunerated with restricted share units (RSU) that will eventually convert into shares of Trifork Holding AG after one, two and three years if the selected employees are employed with the Group at these vesting dates. One RSU will convert into one share.

The number of RSU allocated per employee is calculated by dividing the eligible RSU amount by the average price of the last three trading days of the share of the year.

There are two ways of participating in the program:

- Bonus: The RSU are granted on the first day of the month following the publication of the annual results (after finalization of bonus calculation based on achievement of individual targets) for Executive Managment and on 1 April of the following year for all others. The grant date fair value for the RSU is the market price of the share at grant minus expected dividends in the vesting period.
- Salary increase: Employees may receive their salary increase in RSU. The RSU are granted 1 January and the grant date fair value is the market price of the share at this date minus expected dividends in the vesting period.

	Grant date	Number of RSU	Average fair value per RSU	Fair value of grant (in EURk)
Other employees - RSU 2021	01/01	1,436	39.24	56
Executive Management - RSU 2021	01/04	27,050	28.30	765
Granted in 2022		**28,486**	**28.82**	**821**
Executive Management - RSU 2020	01/04	30,032	17.50	526
Granted in 2021		**30,032**	**17.50**	**526**

For this scheme, EURk 612 were recorded in personnel expenses for share-based payments in 2022 (2021: EURk 247).

The remaining weighted average contractual life of the outstanding RSU is 1.03 years (2021: 1.25 years).

Number of RSU	2022	2021
1 January	30,032	-
Granted	28,486	30,032
Converted into shares	-10,010	-
31 December	**48,508**	**30,032**

§ Accounting policy

Selected employees receive equity-settled share-based payments. A share-based payment is measured at fair value as of the date on which it is granted. The amount is recorded in personnel expenses on a straight-line basis over the vesting period based on the number of equity instruments that management estimates will vest.

NOTE 3.3

Pension and similar obligations

(in EURk)	2022	2021
Defined benefit liabilities	438	1,015
Non-current liability for holiday funds payable	1,686	1,643
Other non-current liabilities	29	12
Other non-current liabilities	**2,153**	**2,670**

A. Pension

The Group's pension plan in Switzerland qualifies as defined benefit plan. All other plans are defined contribution plans.

Swiss pension funds are subject to regulatory supervision and are governed by the BVG [Swiss Federal Act on Occupational Retirement, Survivors and Disability Pension Plans]. This requires pension plans to be managed by a separate and legally independent entity. The governing body of the pension plan is responsible for general management, drafting the pension fund regulations, defining the investment strategy and determining how the benefits will be funded. It comprises employee and employer representatives.

The plan beneficiaries are insured against the economic consequences of old age, disability and death. Benefits paid to the beneficiaries are governed by the pension fund regulations but minimum benefits are also prescribed by the law (BVG). The benefits paid are based on the retirement savings capital of the insured person, which is accrued through annual contributions and interest. Annual contributions are made by the employer and the employee and depend on the insured salary and the age of the plan participant. Upon retirement, plan participants can choose between receiving a life time annuity or a lump sum payment of savings capital.

The pension arrangements for employees in Switzerland are covered by a multi-employer plan administered by Swiss Life and AXA.

The pension plan contains a cash balance benefit which is essentially contribution-based with certain minimum guarantees. Due to these minimum guarantees, this plan is treated as a defined benefit plan, although it has many of the characteristics of a defined contribution plan.

The major risks for the pension fund are the investment risk, interest rate risk, disability risk and risk of longevity. The pension funds have partly re-insured these risks.

In 2022, the plan at Swiss Life lowered the conversion rates for the 2024 and the following years. This resulted in negative past service costs of EURk 38.

In 2021, the plan at Swiss Life lowered the conversion rates for the 2022 and the following years. This resulted in negative past service costs of EURk 73.

NOTE 3.3

Pension and similar obligations (continued)

THE FOLLOWING WEIGHTED ACTUARIAL ASSUMPTIONS WERE APPLIED IN DETERMINING THE DEFINED BENEFIT OBLIGATION (DBO):

(in EURk)	2022	2021
Discount rate	2.3%	0.4%
Estimated future salary increases	1.5%	1.5%
Mortality assumptions	BVG 2020 GT	BVG 2020 GT

THE NET DEFINED BENEFIT LIABILITIES DEVELOPED AS FOLLOWS:

(in EURk)	2022	2021
1 January	**1,015**	**1,042**
Cost of defined benefit plans, in profit and loss	199	113
Remeasurement, in other comprehensive income	-578	-380
Employer contributions	-236	-140
Additions from business combination	-	331
Exchange differences	38	49
31 December	**438**	**1,015**
Breakdown of the net defined benefit liability		
Present value of the DBO	4,321	4,283
Fair value of plan assets	-3,883	-3,268
Net defined benefit liability/(asset)	**438**	**1,015**

PRESENT VALUE OF THE DBO

(in EURk)	2022	2021
1 January	**4,283**	**3,519**
Current service cost	233	184
Interest expense	15	9
Ordinary employee contributions	202	119
Additional contributions by plan participants	850	118
Benefits paid	-895	-528
Past service cost	-38	-73
Additions from business combination	-	979
Actuarial (gains)/losses	-536	-249
Exchange differences	207	205
31 December	**4,321**	**4,283**

FAIR VALUE OF PLAN ASSETS

(in EURk)	2022	2021
1 January	**3,268**	**2,477**
Interest income at discount rate	12	6
Ordinary employer contributions	235	141
Ordinary employee contributions	202	119
Additional contributions by plan participants	850	118
Benefits paid	-895	-528
Additions from business combination	-	648
Return on plan assets (excluding interest income at discount rate)	42	131
Exchange differences	169	156
31 December	**3,883**	**3,268**

NOTE 3.3

Pension and similar obligations (continued)

COMPONENTS OF DEFINED BENEFIT COST IN PROFIT OR LOSS

(in EURk)	2022	2021
Service cost in personnel costs	-195	-110
Net interest in financial expenses	-3	-3
Total	**-198**	**-113**

REMEASUREMENT OF THE NET DEFINED BENEFIT LIABILITIES IN OTHER COMPREHENSIVE INCOME

(in EURk)	2022	2021
Remeasurement of the net defined benefit liabilities		
- Actuarial gain/(loss) from changes in demographic assumptions	-	111
- Actuarial gain/(loss) from changes in financial assumptions	912	58
- Actuarial gain/(loss) from experience adjustments	-376	80
Return on plan assets (excluding interest income at discount rate)	42	131
Total	**578**	**380**

The Macaulay duration is 14.8 years (2021: 17.1 years).

SENSITIVITY

(in EURk)	2022	2021
Increase of discount rate by 0,5%	-285	-289
Decrease of discount rate by 0,5%	322	332

BREAKDOWN OF THE FAIR VALUE OF PLAN ASSETS BY INVESTMENT CATEGORY

(in EURk)	2022	2021
Receivables from an insurance company (collective foundation)	3,883	3,268

The Trifork Group expects employer contributions of EURk 226 for 2023.

§ Accounting policy

Expenses for defined contribution schemes are recognized in profit or loss in the period the Group receives the related employee services and a corresponding liability is recognized in the statement of financial position under other current liabilities.

The cost of defined benefit plans is determined using actuarial valuations and recorded as follows:

- Service cost (current and past service costs from plan amendments, gains and losses from curtailments and settlements): in profit and loss, within personnel costs
- Net interest on the net defined benefit liabilities or assets: in profit and loss, within financial result
- Remeasurements of the net defined benefit liability (asset) comprising actuarial gains and losses, the return on plan assets (less interest at the discount rate, which is included in net interest) as well as the effects of any asset ceiling: in other comprehensive income|

B. Holiday funds payable

In 2019, the Danish Holiday Act was modernized with the introduction of the concept of "concurrent holiday", meaning that employees may take holidays in the same year as when the holiday is accrued.

Holidays earned in the transitional period were frozen and either maintained in the Group statement of financial position or paid into the Employees' Holiday Funds. The amount not paid out is subject to annual indexation determined by government.

The respective liability of total EURk 1,686 (2021: EURk 1,643) is included in the statement of financial position. In 2022, the Group transferred EURk 0 to the Employees' Holiday Funds (2021: EURk 3,289).

§ Accounting policy

The indexation of the frozen holiday funds started at the same time as the accrual period of the frozen holiday funds ended, and the new holiday law entered into force on 1 September 2020.

Once a year, the companies will be notified by the government of which indexation applies for a backward period for the frozen holiday funds that have not yet been paid into the fund. The indexation reflects the addition of interest and is, therefore, presented as other financial expenses in the income statement.

The indexing is calculated per commenced month in which the holiday funds have not been paid into the Employees' Holiday Funds but retained by the company.

SECTION 4

Capital investments

This section focuses on the capital investments of Trifork Group that support the organic and acquisitional growth.

Additionally, also liabilities related to acquisitional activities are part of this section in order to understand the transactions as a whole.

4

NOTE 4.1

Acquisition of businesses

2022

No businesses were acquired.

2021

In 2021, the Group acquired control (100% of the share capital) of Vilea GmbH, Zurich and Vilea Austria GmbH, Vienna (“Vilea Group”) and Strongminds ApS, Aarhus. Other acquisitions are not material.

The purchase price allocations are final as at 31 December 2022. The assessed fair values of assets identified and liabilities assumed of companies as at acquisition date are as follows and are unchanged from the amounts disclosed in 2021:

(in EURk)	Vilea Group	Strongminds ApS	Other	Total
Intangible assets	1,671	652	75	2,398
Right-of-use assets	179	-	-	179
Property, plant and equipment	12	3	-	15
Other non-current assets	-	7	1	8
Trade receivables	212	171	30	413
Other current assets	945	75	56	1,076
Deferred tax liabilities, net	-136	-144	-16	-296
Other non-current liabilities	-473	-	-	-473
Current liabilities	-182	-135	-80	-397
Net assets acquired, attributable to shareholders of Trifork Holding AG	**2,228**	**629**	**66**	**2,923**
Goodwill	3,157	540	-	3,697
Purchase price	**5,384**	**1,169**	**67**	**6,620**
- of which contingent consideration	1,945	336	-	2,281
- of which Trifork shares transferred	1,923	-	-	1,923
- of which cash consideration	**1,516**	**833**	**67**	**2,416**
Acquired cash and cash equivalents	-711	-74	-6	-791
Foreign exchange impact on purchase price payments	5	-	-	5
Net outflow of cash and cash equivalents	**810**	**759**	**61**	**1,630**

VILEA GROUP

The acquisition took place at the end of April 2021. EURk 1,590 of customer relationships have been recognized as intangible assets and are amortized over an estimated useful life of 10 years. Further, EURk 81 of order backlog have been recognized as intangible assets and are amortized by contract fulfilment. Goodwill of EURk 3,157 is justified by the expertise of the Vilea Group in its specific field of action for Smart Enterprise solutions and assumed synergies and is not tax deductible.

The fair value of the 102.073 Trifork shares transferred amounts to EURk 1.923 and has been determined by using the Trifork treasury shares price model.

The contingent consideration payments are subject to achieving operational results in the financial years 2021 – 2023 (refer to Note 4.3).
Of the cash consideration of EURk 1,516 an amount of EURk 994 was paid as per acquisition date and the remainder of EURk 527 (including a foreign exchange impact of EURk 5) subsequently in 2021.

In 2021, Vilea Group contributed revenue of EURk 1,459 and earnings before tax of EURk 218 to Trifork Group. If the acquisition had taken place on 1 January 2021, the total revenue of the Trifork Group would have been EURk 703 higher and the earnings before tax for the period would have increased by EURk 256.

Transaction costs related to the acquisition amount to EURk 31 and are included in other operating expenses.

STRONGMINDS APS

The acquisition took place at the beginning of November 2021. EURk 602 of customer relationships have been recognized as intangible assets and are amortized over an estimated useful life of 10 years. Further, EURk 50 of order backlog have been recognized as intangible assets and are amortized by contract fulfilment. Goodwill of EURk 540 is justified by the expertise of Strongminds ApS in its specific field of action for Smart Enterprise solutions and assumed synergies and is not tax deductible.

The contingent consideration payments are subject to achieving operational results in the financial years 2022 – 2024 (refer to Note 4.3).

In 2021, Strongminds ApS contributed revenue of EURk 139 and earnings before tax of EURk 5 to Trifork Group. If the acquisition had taken place on 1 January 2021, the total revenue of the Trifork Group would have been EURk 746 higher and the earnings before tax for the period would have increased by EURk 62.

Transaction costs related to the acquisition are immaterial.

OTHER

The other acquisition was merged with Trifork Smart Enterprise A/S.

§ Accounting policy

Subsidiaries are consolidated from the date that control is obtained. The acquisition method is applied. The cost of an acquisition is the aggregate of the consideration transferred, measured at acquisition date fair value and the amount of any non-controlling interests in the acquired business. For each business combination, the non-controlling interests in the acquiree are measured either at fair value or at the proportionate share of the acquiree's identifiable net assets.

In business combinations the identifiable assets, liabilities and contingent liabilities of a subsidiary are measured at acquisition-date fair value. Goodwill is not amortized but tested on an annual basis for impairment. A bargain purchase, which arises when the fair value of the identified net assets exceeds the consideration transferred on the acquisition date, is recorded directly in the income statement.

NOTE 4.2

Businesses disposed / loss of control

2022

No businesses were disposed.

2021

DAWN HEALTH A/S

In the second half 2021, Trifork Group completed the strategic review for its subsidiary Dawn Health A/S to bring in new external capital for financing and to further accelerate growth in the rapidly expanding market for digital therapeutics and software as a medical device. After a share-swap into shares of Dawn Holding ApS, a 6% stake in the shares of the company was sold for EURk 2,466, reducing the Group's shareholding to 45%. This led to a loss of control and deconsolidation of the company from the Trifork segment on 30 November 2021 and transfer of the retained investment to the Trifork Labs segment at an initial fair value of EURk 20,297.

A capital round by other investors subsequent to the deconsolidation diluted the interest of Trifork Group in Dawn Holding ApS to 33%.

The transaction resulted in a gain from disposal of Group Companies of EURk 22,131, included in "other operating income" of EURk 22,923.

In 2021, Dawn Health A/S contributed with a revenue of EURk 4,405 and earnings before tax of EURk 548 to Trifork Group.

(in EURk)	Carrying amount of assets and liabilities disposed
Property, plant and equipment	85
Right-of-use assets	327
Other non-current assets	68
Trade receivables	704
Other current assets	1,271
Non-current liabilities	-218
Current liabilities	-996
Net assets disposed	**1,241**
Non-controlling interests derecognized	-608
Dawn Holding ApS shares retained as Trifork Labs investment	-20,297
Consideration received in cash	-2,466
Currency translation adjustment reclassified to profit or loss	-1
Gain from disposal of Group companies	**-22,131**
Cash and cash equivalents disposed	-403
Consideration received in cash	2,466
Net inflow of cash and cash equivalents	**2,063**

§ Accounting policy

If the Group loses control over a subsidiary, it derecognizes the related assets (including goodwill), liabilities, non-controlling interests and other components of equity, while any resulting gain or loss is recognized in profit or loss. Any investment retained is recognized at fair value.

NOTE 4.3

Contingent consideration liabilities

(in EURk)	Level 3
1 January 2021	**5,378**
Additions from business combinations	2,281
Settlements	-1,157
Fair value adjustments recognized in profit or loss	283
Exchange differences	131
31 December 2021	**6,916**
Settlements	-789
Fair value adjustments recognized in profit or loss	-501
Exchange differences	59
31 December 2022	**5,685**

The Group classifies the fair value of its financial instruments in the following hierarchy, based on the inputs used in their valuation:

Level 3 – Inputs to the valuation are unobservable and significant to overall fair value measurement. The inputs to the determination of fair value require significant management judgment or estimation. Positions that are included in this category include investments in Trifork Labs and contingent consideration liabilities.

An amount of EURk 4,084 (2021: EURk 4,084) relates to the acquisition of Nine A/S:

As part of the transaction Trifork entered into a put-option arrangement with the sellers of Nine A/S for the 191,000 Trifork shares delivered at acquisition date. The sellers are entitled to put back 50% of the shares to Trifork at a fixed price of EUR 21 per share and 50% of the shares between EUR 0 and EUR 21 per share, depending on the accumulated EBIT of Nine A/S for the period 2021 - 2022. The put option can be exercised in early 2023. The weighted average cost of the Trifork shares delivered has been transferred to retained earnings at the acquisition date. Should the put-option on the Trifork shares expire unexercised, the put-option liability will be reclassified to retained earnings. Trifork Group assumes the targets to be met. The maximum to be paid is EURk 4,084.

An amount of EURk 1,397 (2021: EURk 2,065) relates to the acquisition of Vilea Group:

The contingent consideration arrangement comprises a total pay-out of up to EURk 2,065 in 2022, 2023, 2024 in case the company meets defined EBIT-targets for 2021 to 2023.

If the target is missed by more than 43.8%, there will be no pay-out. Based on the results for 2021, 84% of the maximum amount was paid out in 2022 (EURk 573) and based on the results for 2022, 93% of the maximum amount is due. Considering business planning, Trifork Group expects that for 2023 the maximum amount becomes due.

An amount of EURk 204 (2021: EURk 336) relates to the acquisition of Strongminds ApS:

The contingent consideration arrangement comprises a target pay-out of total EURk 269 and a maximum pay-out of up to EURk 336 in 2023, 2024, 2025 in case the company meets or exceeds defined EBIT-targets for 2022 to 2024.

If the targets are missed by more than 9.8% (2022), 19.5% (2023) or 28.1% (2024), there will be no pay-out. Based on the results for 2022, 2% of the maximum amount is due. Considering business planning, Trifork Group expects that for the remaining period the maximum amount becomes due.

An amount of EURk 0 (2021: EURk 431) relates to the acquisition of SAPBASIS ApS:

The contingent consideration arrangement comprises a total pay-out of up to EURk 215 in 2023 in case the company meets defined EBIT-targets for 2022. If the target is missed by more than 10%, there will be no pay-out. The targets were not met in 2022.

For 2021, the EBIT-target was met and the amount of EURk 216 was paid out in 2022.

For 2020, the EBIT-target was met and the amount of EURk 216 was paid out in 2021.

An earn-out agreement relating to the acquisition of the remaining non-controlling interests (49%) of Trifork Smart Enterprise A/S was settled in 2021 by the payment of EURk 941.

An earn-out agreement relating to the acquisition of software products (completed development projects) ended in 2021 not resulting in any payments.

Fair value adjustments recognized in profit or loss form part of other financial income or expense, refer to Note 2.6.

Significant accounting estimates, assumptions and judgments

In connection with determination of the purchase price of acquired subsidiaries management has to determine the fair value of any contingent consideration arrangement at the acquisition date and at each reporting date until settlement or expiry. The fair value measurement is usually based on significant unobservable inputs (level 3) and may significantly change over time.

Accounting policy

Refer to accounting policy in Note 7.2.

NOTE 4.4

Redemption amount of put-options

(in EURk)	2022	2021
1 January	**36,163**	**24,240**
Addition	-	9,283
Exercise of put-options	-7,457	-1,260
Adjustment recognized in equity	3,951	3,890
Exchange differences	521	10
31 December	**33,178**	**36,163**

The Group entered into a call/put-option agreement for 43.6% non-controlling interests in Erlang Solutions Ltd. with a third-party as of 27 April 2021. Based on this agreement, a first acquisition of 10.6% was made in 2021 and a second (8.1%) and third acquisition (11.9%) were made in 2022 (refer to Note 8.2).

Based on the result achieved by the companies having put-options on non-controlling interest and its pricing mechanism, the redemption amount was adjusted.

Significant accounting estimates, assumptions and judgments

As the Group has a contractual obligation to acquire additional shares in case defined financial conditions are met and the put-options are exercised by the sellers, it must estimate the respective financial liabilities.

Estimating future cash flows based on contractually agreed option prices formulas requires management to make assumptions about relevant input parameters such as future results and may result in significant changes to recognized liabilities in future periods.

Accounting policy

In the case of acquisitions, it is common practice for the Group to acquire call options and to write put options for the remaining interests that were not acquired. Shares of the profits or losses continue to be allocated to the non-controlling interests when the Group has not acquired a present ownership interest in these interests. The non-controlling interests subject to put-options are derecognized at each reporting date as if acquired. Liabilities from written put-options are measured at the present value of the redemption amount. These financial liabilities are remeasured at each reporting date and the resulting differences are recorded in retained earnings without any impact on the income statement.

NOTE 4.5

Investments in associated companies

(in EURk)	2022	2021
1 January	**21**	**15**
Share of result from associated companies	8	114
- of which share of result applying the equity method	*8*	*114*
Dividends received	-24	-107
Exchange differences	-	-1
31 December	**5**	**21**

The associated companies are considered individually immaterial.

Accounting policy

An associated company is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

Associated companies in the Trifork segment are recognized using the equity method.

Under the equity method, the investment in an associate is initially recognized at cost. The carrying amount of the investment is adjusted to recognize changes in the Group's share of net assets of the associate since the acquisition date.

NOTE 4.6

Intangible assets

(in EURk)	Goodwill	Completed development projects	Ongoing development projects	Customer relationships/ order backlog	Others (IP rights and brand)	Total
Acquisition cost						
1 January 2021	**44,662**	**14,114**	**317**	**32,014**	**-**	**91,107**
Additions	-	-	565	-	191	756
Additions from business combinations	3,697	-	-	2,398	-	6,095
Disposals	-	-875	-	-	-	-875
Transfers	-	373	-373	-	-	-
Exchange differences	368	-51	-	400	-	717
31 December 2021	**48,727**	**13,561**	**509**	**34,812**	**191**	**97,800**
Additions	-	-	603	-	671	1,274
Transfers	-	829	-829	-	-	-
Exchange differences	156	9	-	185	-14	336
31 December 2022	**48,883**	**14,399**	**283**	**34,997**	**848**	**99,410**

(in EURk)	Goodwill	Completed development projects	Ongoing development projects	Customer relationships/ order backlog	Others (IP rights and brand)	Total
Accumulated amortization and impairment						
1 January 2021	**-**	**-11,209**	**-**	**-6,908**	**-**	**-18,117**
Amortization	-	-1,012	-	-3,011	-	-4,023
Impairment	-	-97	-	-	-	-97
Disposals	-	802	-	-	-	802
Exchange differences	-	82	-	-159	-	-77
31 December 2021	**-**	**-11,434**	**-**	**-10,078**	**-**	**-21,512**
Amortization	-	-933	-	-2,962	-38	-3,933
Impairment	-	-73	-	-	-	-73
Exchange differences	-	5	-	-59	-	-54
31 December 2022	**-**	**-12,435**	**-**	**-13,099**	**-38**	**-25,572**
Net carrying amount as of 31 December 2021	**48,727**	**2,127**	**509**	**24,734**	**191**	**76,288**
Net carrying amount as of 31 December 2022	**48,883**	**1,964**	**283**	**21,898**	**810**	**73,838**

Expenditure on research and development recognized in the income statement (personnel costs) amounts to EURk 1,106 (2021: EURk 2,121).

In 2022, Trifork Group acquired the conference brand YOW! for EURk 657. The brand has been assessed as having an indefinite life as there is no foreseeable limit of the time asset is expected to generate net cash inflows.

ONGOING DEVELOPMENT PROJECTS

Additions to ongoing development projects relate to internal development costs (capitalization of personnel costs). Refer also to Note 3.1.

Ongoing development projects are allocated across multiple cash-generating units (CGUs).

NOTE 4.6

Intangible assets (continued)

GOODWILL

As of 31 December, goodwill is allocated the following CGU's:

in EURk	2022	2021
Build sub-segment		
Trifork A/S	224	224
Trifork Public A/S	577	577
Trifork B.V.	3,756	3,756
Erlang Solutions Group	1,263	1,201
Open Credo Ltd.	1,263	1,333
Duckwise ApS	5	5
Testhuset A/S	4,056	4,056
Trifork Smart Enterprise A/S	1,308	1,308
SAPBASIS ApS	587	587
Trifork Smart Device ApS	51	51
Nine A/S	25,976	25,976
Vilea Group	3,517	3,353
Strongminds ApS	540	540
Total	**43,123**	**42,967**
Run sub-segment		
Netic A/S	5,760	5,760
Total Goodwill	**48,883**	**48,727**

IMPAIRMENT TEST

The recoverable amount of each CGU to which goodwill has been allocated, has been determined based on value in use calculations using cash flow projections the business plans approved by senior management covering a 5-year period. Cash flows beyond this five-year period (terminal value period) are extrapolated using a growth rate of 1 - 2% which does not exceed the long-term growth rate for the respective market in which the CGU is active.

The pre-tax discount rates applied to the cash flow projections represents the current market assessment of the risks specific to each CGU, taking into consideration the time value of money and individual risk of the underlying assets that have not been incorporated in the cash flow estimates. The discount rate is derived from the weighted average cost of capital (WACC).

Significant accounting estimates, assumptions and judgments

Management estimates relate to the determination of discount rates, growth rates and expected changes in sales prices and production cost in the budgets and terminal value periods. Management considers the projected cash flows to be realistic and built around historical experience and reasonable expectations for future market developments.

Management considers that reasonably possible changes in key assumptions will not cause the recoverable amounts of CGU's to become inferior to their carrying amount.

NOTE 4.6

Intangible assets (continued)

	2022			2021		
	CAGR Net sales	Average EBITDA margin	Pre-tax discount rate	CAGR Net sales	Average EBITDA margin	Pre-tax discount rate
Build sub-segment						
Trifork A/S	4.3%	15.1%	12.2%	9.2%	15.8%	11.9%
Trifork Public A/S	7.4%	20.5%	12.2%	8.0%	20.6%	11.9%
Trifork B.V.	5.4%	10.3%	12.1%	4.2%	15.8%	11.8%
Erlang Solutions Group	11.4%	16.5%	13.8%	11.6%	14.6%	12.8%
Open Credo Ltd.	12.2%	9.2%	13.8%	12.3%	10.7%	12.8%
Duckwise ApS	11.6%	9.9%	12.2%	14.8%	11.6%	11.9%
Testhuset A/S	12.6%	10.5%	12.2%	5.9%	10.4%	11.9%
Trifork Smart Enterprise A/S	8.8%	14.1%	12.2%	9.6%	15.3%	11.9%
SAPBASIS ApS	8.9%	33.7%	12.2%	16.8%	26.0%	11.9%
Trifork Smart Device ApS	2.9%	13.5%	12.2%	35.8%	9.8%	11.9%
Nine A/S	9.2%	21.3%	12.2%	8.3%	20.7%	11.9%
Vilea Group	9.4%	28.6%	11.0%	29.5%	20.0%	11.3%
Strongminds ApS	9.7%	18.5%	12.2%	16.5%	20.0%	11.8%
Run sub-segment						
Netic A/S	5.3%	9.4%	12.2%	11.5%	12.6%	11.9%

§ Accounting policy

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses. Development expenditure on individual projects is recognized as an intangible asset only when the Group can demonstrate the technical feasibility, its intention and ability to complete the project, the availability of resources, its ability to measure the costs reliably and how the asset will generate future economic benefits.

The cost of development projects covers expenses, including wages and depreciation, which can be allocated directly to the development projects, and which are considered necessary to finish the project, from the time the development project for the first time meets the criteria for recognition as an asset. All capitalized development projects are tested for impairment annually.

The useful life of intangible assets is assessed as either finite or indefinite. Intangible assets with finite life are amortized on a straight-line basis over the estimated useful life and assessed for impairment whenever there is an indication that the intangible asset may be impaired.

Amortization:

Capitalized development cost	*2-5 years*
Acquired customer relationships	*5-20 years*
Order backlog	*in accordance with contract terms*
Other (IP rights)	*5 years*

NOTE 4.6

Intangible assets (continued)

The amortization periods and the amortization methods are reviewed at least at the end of each reporting period.

Intangible assets with indefinite life are assessed for impairment at least annually.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognized for the non-controlling interest over the net identifiable assets acquired and liabilities assumed.

Goodwill is not amortized but subject to an impairment test annually and whenever there are indications of possible impairment.

Any impairment of goodwill is not subsequently reversed.

At each reporting date, the Group assesses whether there is any indication that an intangible asset (other than Goodwill) may be impaired. If any such indication exists, the recoverable amount of such asset is estimated. Where it is not possible to determine the recoverable amount of an individual intangible asset, the Group estimates the recoverable amount of the smallest cash generating unit to which the asset belongs.

The recoverable amount is the higher of an asset's or cash generating unit's fair value less costs of disposal and its value in use. If the recoverable amount is estimated to be less than the carrying amount, the carrying amount is reduced to the recoverable amount. Impairment losses are recognized immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the intangible asset (other than Goodwill) or cash generating unit is increased to the revised estimate of its recoverable amount.

However, this increased amount cannot exceed the carrying amount that would have been determined if no impairment loss had been recognized for that asset or cash generating unit in prior periods.

NOTE 4.7

Right-of-use assets

(in EURk)	Note	Offices	Operation centers	IT-Hardware	Cars	Total
2022						
Additions		13,092	4,059	1,113	730	18,994
Depreciation	2.5	-4,201	-177	-876	-443	-5,697
Net carrying amount as of 31 December		24,173	5,416	2,473	939	33,001
2021						
Additions		4,051	1,539	1,931	527	8,048
Depreciation	2.5	-4,329	-13	-754	-358	-5,454
Net carrying amount as of 31 December		18,649	1,526	2,350	770	23,295

For the expense relating to short-term leases and variable lease payment not included in the measurement of lease liabilities refer to Note 2.4. For the incurred interest expense on lease liabilities refer to Note 2.6. For the maturity analysis of lease liabilities refer to Note 7.5.

Total cash outflow for leases amounted to EURk 6,537 (2021: EURk 5,522), refer to Notes 2.4 (for short-term and low value leases), 2.6 (for the interest part) and 7.3 (for the financial liability part).

§ Accounting policy

The Group assesses whether a contract is or contains a lease at its inception.

The Group recognizes a right-of-use asset (ROU asset) and a lease liability at the lease commencement date, except for leases with a duration of less than 12 months and leases of low value assets as well as variable lease payments not depending on an index or rate which are expensed in the income statement when incurred.

The lease liability is initially measured at the present value of the lease payments, discounted using the interest rate implicit in the lease and if not readily determinable an incremental borrowing rate which is the aggregation of the risk-free rate, increased by an individual risk factor and adjusted for the respective currency and lease duration.

The lease payments are apportioned between the amortization part and the interest expense, that is included in financial expenses.

At inception, the ROU asset comprises the initial lease liability, initial direct costs and any obligation to refurbish the asset, less any incentives granted by the lessor. The ROU is depreciated over the shorter of the lease term or the useful life of the underlying asset.

NOTE 4.8

Property, plant and equipment

(in EURk)	Real estate	Leasehold improve-ments	Other equipment, fixtures and fittings	Assets under construc-tion	Total
Acquisition cost					
1 January 2021	**1,114**	**4,171**	**10,463**	**-**	**15,748**
Additions	-	1,417	2,208	1,321	4,946
Additions from business combinations	-	-	15	-	15
Disposals	-	-	-702	-	-702
Disposals of Group companies	-	-5	-177	-	-182
Transfers[1]	-	-	1,323	-	1,323
Exchange differences	-	106	196	1	303
31 December 2021	**1,114**	**5,689**	**13,326**	**1,322**	**21,451**
Additions	776	319	2,064	1,565	4,724
Disposals	-	-704	-687	-2,886	-4,277
Transfers[1]	-	-	953	-	953
Exchange differences	-	-67	122	-1	54
31 December 2022	**1,890**	**5,237**	**15,778**	**-**	**22,905**

(in EURk)	Real estate	Leasehold improve-ments	Other equipment, fixtures and fittings	Assets under construc-tion	Total
Accumulated depreciation and impairments					
1 January 2021	**-49**	**-2,310**	**-7,245**	**-**	**-9,604**
Depreciation	-13	-420	-1,761	-	-2,194
Disposals	-	-	390	-	390
Disposals of Group companies	-	1	96	-	97
Transfers[1]	-	-	-822	-	-822
Exchange differences	-	-54	-147	-	-201
31 December 2021	**-62**	**-2,783**	**-9,489**	**-**	**-12,334**
Depreciation	-18	-439	-1,942	-	-2,399
Disposals	-		638	-	638
Transfers[1]	-		-820	-	-820
Exchange differences	-	40	-116	-	-76
31 December 2022	**-80**	**-3,182**	**-11,729**	**-**	**-14,991**
Net carrying amount as of 31 December 2021	**1,052**	**2,906**	**3,837**	**1,322**	**9,117**
Net carrying amount as of 31 December 2022	**1,810**	**2,055**	**4,049**	**-**	**7,914**

1 Trifork Group has acquired cars and hardware from lease contracts. Before, the Group accounted for these items as right-of-use assets.

NOTE 4.8

Property, plant and equipment (continued)

§ Accounting policy

Leasehold improvements, other equipment, fixtures and fittings and real estate are stated at cost less accumulated depreciation and impairment. Cost comprises the purchase price and any costs directly attributable to the acquisition until the date the asset is ready for use.

Straight-line depreciation is calculated based on the following estimated useful lives:

Real estate (except land)	*30 years*
Leasehold improvements, etc.	*7 years*
Other equipment, fixtures and fittings	*3-7 years*

For real estate, the Group assumes a residual value of 45% of cost.

The residual values, useful lives and methods of depreciation are reviewed at least at the end of each reporting period and adjusted prospectively, if appropriate.

Gains and losses on the disposal of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the assets and is recognized as other operating income/ expense.

At each reporting date, the Group assesses whether there is any indication that an item of property, plant and equipment may be impaired. If any such indication exists, the recoverable amount of such asset is determined. Where it is not possible to estimate the recoverable amount of an individual property, plant and equipment asset, the Group estimates the recoverable amount of the smallest cash generating unit to which the asset belongs. The recoverable amount is the higher of an asset's or cash generating unit's fair value less costs of disposal and its value in use. If the recoverable amount is estimated to be less than the carrying amount, the carrying amount is reduced to the recoverable amount. Impairment losses are recognized immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount such asset or cash generating unit is increased to the revised estimate of its recoverable amount.

However, this increased amount cannot exceed the carrying amount that would have been determined if no impairment loss had been recognized for asset or cash generating unit in prior periods.

NOTE 4.9

Other financial assets

(in EURk)	Note	2022	2021
Loans to investments in Trifork Labs[1]		753	1,994
Deposits for lease contracts		1,377	1,254
Expected credit loss allowance		-5	-8
Total financial assets		**2,125**	**3,240**
- of which non-current		2,125	2,897
- of which current		-	343

1 This line item includes convertible loans to investments in Trifork Labs of EURk 538 (2021: EURk 335). The maximum positive effect from the execution of the implied call-options (which allow to participate in a capital round at a discounted or fixed price) is EUR k 57 (2021: EURk 64).

§ Accounting policy

Refer to accounting policies in Note 7.2.

SECTION 5

Investment in Trifork Labs

The investments in Trifork Labs are a speciality of Trifork and form the venture funded research and development of the Group.

Relevant items, such as new acquisitions, exits and valuation adjustments are outlined in this section.

5

NOTE 5.1

Investments in Trifork Labs

(in EURk)	Level 1	Level 3	Total
1 January 2021	**236**	**75,625**	**75,861**
Acquisitions	-	5,713	5,713
Additions from deconsolidation	-	20,297	20,297
Disposals		-59,059	-59,059
Fair value adjustments	-127	5,149	5,022
- of which realized	-	*2,858*	*2,858*
- of which unrealized	*-127*	*2,291*	*2,164*
Dividends received	-	-688	-688
Exchange differences	-	113	113
31 December 2021	**109**	**47,150**	**47,259**
Acquisitions	-	10,415	10,415
Disposals	-	-3,279	-3,279
Fair value adjustments	-48	6,202	6,154
- of which realized	-	*1,864*	*1,864*
- of which unrealized	*-48*	*4,338*	*4,290*
Dividends received	-	-287	-287
Exchange differences	-	50	50
31 December 2022	**61**	**60,251**	**60,312**

The Group classifies the fair value of its financial instruments in the following hierarchy, based on the inputs used in their valuation:

Level 1 – Inputs to the valuation are quoted prices available in active markets. The type of investments listed under Level 1, include securities listed in active and liquid markets.

Level 3 – Inputs to the valuation are unobservable and significant to overall fair value measurement. The inputs to the determination of fair value require significant management judgment or estimation.

In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases an investment's level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement.

The line item disposal includes the fair value of the investments disposed at the time of disposal, after revaluation to fair value. Fair value adjustments for the current year are recorded in line item "fair value adjustments on investments in Trifork Labs" in the income statement.

NOTE 5.1

Investments in Trifork Labs (continued)

The realized fair value adjustments are in relation to exits from investments and dividend income. The unrealized fair value adjustments are in relation to new funding rounds with different valuation of invested companies, updated business plans leading to a new valuation or - for Level 1 instruments - change in market prices.

The fair value of Level 3 investments is derived from DCF-valuation models or recent transactions (new capital investments by third parties).

2022

In 2022, new investments were made in Promon A/S, Feats ApS, TSBThree ApS and Fauna ApS and existing investments in Arkyn Studios Ltd., Dryp A/S, Kashet Group AG, Visikon ApS, &Money ApS and Edia B.V. were increased. For this, EURk 9,628 were invested in cash and EURk 787 by conversion of loans.

In the reporting period, the Container Solutions Group started a reorganization. In this process, Trifork Group exited its investment in Programmable Infrastructure Solutions AG, the former Holding company of the Group, at the carrying amount of EURk 1,553 (cash consideration) and will keep a shareholding of approximately 6.2% in the succeeding Holding company.

In 2022, Trifork Group has received final payments subsequent to the exit of Humio Ltd. in 2021 of EURk 1,635.

In addition, Atomist Inc. was dissolved and a payment of EURk 91 was received.

Further, the investment in ComplyTeq AG was fully impaired as it expects to cease its activities. In connection with this, Trifork Group has also impaired its loan to ComplyTeq AG.

2021

The cash proceeds from the sale of Humio Ltd. of EURk 57,846 were received at the beginning of March 2021. As the amount was fixed in USD the Group recognized an additional fair value adjustment of EURk 1,740 from foreign exchange gains.

Later in 2021, a payment of EURk 203 for the sale of Humio Ltd. was received based on updated calculations as per date of disposal. This cash in was not expected by the Group and is recognized as realized fair value adjustment.

In 2021, the investments in Supertrends AG and Programmable Infrastructure Solutions AG were (partially) exited at carrying amounts of EURk 26 and EURk 350 and Testlab ApS, Dawn Labs A/S and XCI Holding A/S were (partially) exited at EURk 634 (of which EURk 303 were received in treasury shares).

During 2021, new investments were made in &Money ApS, Visikon ApS and Develco A/S and existing investments in Dryp A/S, Upcycling Forum ApS and Kashet Group AG were increased , including an execution of a convertible note in the amount of EURk 68.

Subsequent to the loss of control and deconsolidation of Dawn Health A/S, the retained investment was transferred to Trifork Labs segment as of 30 November 2021 (refer to Note 4.2).

There were no transfers between fair value measurements levels in 2022 and 2021.

In addition, there are also convertible loans outstanding with investments in Trifork Labs, refer to Note 4.3)

! Significant accounting estimates, assumptions and judgments

The fair value of level 3 equity investments is determined based on DCF-valuation models and/or valuations derived from recent transactions by external parties that have invested new capital in these companies. A sensitivity analysis has been performed on this in Note 7.5. Because of the inherent uncertainty of valuation of private equity in general, the estimate fair value may differ from the values that would have been used had an active market existed for the investments and the difference regarding individual investments could be material. Any gain or loss arising from a change in fair value of investments is included in separate line item in the income statement.

§ Accounting policy

Equity investments held by Trifork Labs (the Group's driver for R&D innovation) are classified as financial assets at fair value through profit in accordance with IFRS 9 and the amendment to IAS 28. Exemptions from Applying the Equity Method. These venture capital equity investments are accounted for at fair value through profit or loss as the Group elects at initial recognition of the investments to apply IFRS 9 rather than the equity method under IAS 28.

Changes in fair value are recognized and presented separately in the income statement as fair value adjustments on investments in Trifork Labs.

SECTION 6

Working capital items

This section provides information related to the Group's working capital items, especially current receivables and payables.

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NOTE 6.1

Trade receivables and contract assets

(in EURk)	2022	2021
Trade receivables - third parties	33,957	36,422
Trade receivables - related parties	1,712	311
Expected credit loss allowance	-228	-667
Total trade receivables	**35,441**	**36,066**

Estimates on expected credit losses have been updated in 2020 due to potential impacts of the Covid-19 pandemic and were not changed in 2021 nor 2022.

Trade receivables are non-interest bearing and are generally on terms of 20 to 60 days.

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision matrix is a combination of two approaches; review of individual receivables and a portfolio approach where the provision rates are based on days past due for groupings of various customer segments with similar loss patterns (i.e. startup companies and other than startup companies). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.
The provision matrix is initially based on the Group's historical observed default rates. The Group calibrates the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions are expected to deteriorate over the next year, which can lead to an increased number of defaults, the historical default rates are adjusted. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analyzed.

	2022			2021		
	Gross carrying amount	Expected credit loss allowance	Total	Gross carrying amount	Expected credit loss allowance	Total
Trade receivables						
Not due	25,367	-53	25,314	25,901	-367	25,534
Due < 30 days	7,902	-30	7,872	6,879	-40	6,839
Due 30 - 90 days	996	-20	976	2,203	-81	2,122
Due > 90 days	1,404	-125	1,279	1,750	-179	1,571
Total trade receivables	**35,669**	**-228**	**35,441**	**36,733**	**-667**	**36,066**
Contract assets	**1,440**	**-2**	**1,438**	**1,885**	**-2**	**1,883**
Total	**37,109**	**-230**	**36,879**	**38,618**	**-669**	**37,949**

NOTE 6.1

Trade receivables and contract assets (continued)

EXPECTED CREDIT LOSS ALLOWANCE

(in EURk)	2022	2021
1 January	**-669**	**-312**
Addition	-842	-712
Utilization	452	103
Reversal	832	279
Disposal of Group companies	-	10
Exchange differences	-3	-37
31 December	**-230**	**-669**

One-off debtor loss of EURm 0.5 was recognized in the Build sub-segment. Trifork Group was indirectly affected by the war in Ukraine because a UK-customer was unable to obtain further funding due to EU sanctions and was forced to go into administration.

Accounting policy

Refer to accounting policy in Note 7.2.

NOTE 6.2

Other current liabilities

(in EURk)	2022	2021
Liabilities to government authorities (VAT, social security, etc.)	3,527	5,614
Other liabilities	3,177	3,514
Accrued personnel expenses	5,804	5,398
Total	**12,508**	**14,526**

To take into account the effects of the Covid-19 pandemic, the government authorities in Denmark extended their payment terms in 2020 and 2021. This had an initial effect of increasing of the respective liabilities and levelled-out again in 2021 and 2022.

SECTION 7

Capital structure and financing

This section includes notes related to capital structure and financing, including financial risks.

As a consequence of its operations, investments and financing, Trifork Group is exposed to a number of financial risks that are monitored, managed and addressed.

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NOTE 7.1

Shareholders' equity

A. Number of shares (CHF 0.1 nominal value, issued and fully paid-in)

	2022	2021
Issued shares as per 31 December	19,744,899	19,744,899
Treasury shares	-65,009	-45,019
Outstanding shares as per 31 December	**19,679,890**	**19,699,880**

B. Authorized capital

The extraordinary General Meeting of 19 December 2019 authorized the Board of Directors to increase the share capital of the company at any time up to 19 December 2021.

The available authorized capital as per 1 January 2021 amounted to CHFk 136 (EURk 125), equating to 1,362,770 registered shares. With effective date as of 16 April 2021 the Board of Directors exercised an authorized share capital increase by 167,436 shares (EURk 15). A premium of EURk 3,156 was recognized in the retained earnings.

The ordinary General meeting of 29 April 2021 replaced the authorized capital by the extraordinary General meeting as 19 December 2019 and authorized the Board of Directors to increase the share capital of the company at any time up to 29 April 2023 by an amount not exceeding CHFk 373 (EURk 340) through the issue of up to 3,727,446 registered shares, payable in full, each with a nominal value of CHF 0.10 (EUR 0.09) and excluding shareholders' subscription rights.

With effective date as of 28 May 2021 the Board of Directors increased share capital from authorized share capital in an amount of EURk 86 (940,233 shares). A premium of EURk 18,860 was allocated to the retained earnings.

The available authorized capital as of 31 December 2021 and 31 December 2022 amounts to CHFk 279 (EURk 283). This equates to 2,787,213 registered shares (nominal value of CHF 0.10 (EUR 0.10) per registered share).

C. Conditional capital

The extraordinary General Meeting of 19 December 2019 authorized the conditional capital of CHFk 50 (EURk 51) by issuing a maximum of 500,000 registered shares with a nominal value of CHF 0.10 (EUR 0.10) each, to be fully paid up, excluding shareholders' subscription rights.

D. Dividend

The General Meeting of 20 April 2022 approved a dividend of EUR 0.38 per registered share (2021: EUR 0.58) to be paid from retained earnings. The dividend of EURk 7,624 was paid out on 25 April 2022 (2021: EURk 10,871).

The Board of Directors will submit a proposal to the Annual General Meeting of Trifork Holding AG on 12 April 2023 to pay a dividend for the reporting period of EUR 0.14 per registered share.

NOTE 7.1

Shareholders' equity (continued)

E. Treasury shares

	Number of shares	Total amount (in EURk)
1 January 2021	**31,093**	**524**
Acquisitions	46,851	1,030
Capital increase	167,436	-
Disposals	-2,570	-53
Acquisition of Group companies	-102,073	-11
Acquisition of non-controlling interests	-95,718	-496
31 December 2021	**45,019**	**994**
Acquisitions	30,000	843
Conversion of vested RSU	-10,010	-202
31 December 2022	**65,009**	**1,635**

In 2022, the impact of the transactions with treasury shares in retained earnings is EURk -202 (2021: EURk 2).

§ **Accounting policy**

Share capital equals the nominal value of all shares issued.

Treasury shares are measured at cost and deducted from shareholders equity. Gains or losses from the disposal of treasury shares are recognized directly in retained earnings.

NOTE 7.2

Financial instruments

Financial assets

(in EURk)	2022	2021
Other financial assets	2,125	3,240
Trade receivables	35,441	36,066
Other current receivables	663	825
Cash and cash equivalents	30,652	44,628
Total - at amortized cost[1]	**68,881**	**84,759**
Investments in Trifork Labs - at fair value through profit or loss (Level 1 and 3, see Note 5.1)	60,312	47,259
Total financial assets	**129,193**	**132,018**

Financial liabilities

(in EURk)	2022	2021
Redemption amount of put-options	33,178	36,163
Borrowings from financial institutions	26,982	27,528
Lease liabilities	34,252	24,606
Trade payables	5,544	7,262
Other	770	945
Total - at amortized cost[2]	**100,726**	**96,504**
Contingent consideration liabilities - at fair value through profit and loss (Level 3)	5,685	6,916
Total financial liabilities	**106,411**	**103,420**

1 The fair value of short-term financial assets at amortized costs approximate their carrying amounts.

2 The fair value of financial liabilities at amortized costs approximate their carrying amounts due to being either of short-term nature or by virtue of floating interest rates that are regularly reset.
The carrying amount of redemption amount of put-options is also considered to be an approximation of fair value as the strike prices are variable amounts based on the performance of the underlying company.

NOTE 7.2

Financial instruments (continued)

Financial instruments through profit and loss

For details of investments in Trifork Labs refer to Note 5.1.

For details of contingent consideration liabilities refer to Note 4.3.

§ **Accounting policy**

Financial assets

Initial recognition and measurement

The Group classifies its financial assets, at initial recognition, in the following categories:

- subsequently measured at amortized cost and,
- fair value through profit or loss.

The classification depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient, the Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are initially measured at the transaction price determined under IFRS 15.

Regular way purchases or sales of financial assets are recognized on the date the Group makes a commitment to buy or sell the asset.

Financial assets are derecognized when the rights to the cash flows have expired or if the right to receive the cash flows has been transferred and the Group has substantially transferred all risks and rewards incidental to ownership.

Financial assets are classified as current if payment is due within one year or less. If not, they are presented as non-current financial assets.

Subsequent measurement

For purposes of subsequent measurement, Trifork Group has financial assets at amortized cost (debt instruments) as well as financial assets at fair value through profit or loss (Trifork Labs investments in equity securities).

Trifork measures financial assets at amortized cost if both of the following conditions are met:

- The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows, and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding

Financial assets at amortized cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Gains and losses are recognized in profit or loss when the asset is derecognized, modified or impaired.

Trifork Labs focuses on investing in new technology start-up activities and invests in selected technology companies that are at the forefront of technological development with new and innovative software products. These venture capital equity investments are accounted for at fair value through profit or loss as the Group elects at initial recognition of the investments to apply IFRS 9 rather than the equity method under IAS 28.

Changes in fair value are recognized and presented separately in the income statement as fair value adjustments on investments in Trifork Labs.

Impairment of financial assets

The Group recognizes an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

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

For other financial assets, such as loans to investments in Trifork Labs, the Group has established a provision matrix based on forward-looking factors specific to the debtors nature and the economic environment.

Cash and cash equivalents
The position includes cash on hand, accounts at financial institutions and short-term bank deposits with original maturities of three months or less.

Financial liabilities

Initial recognition and measurement
The Group classifies financial liabilities, at initial recognition, as:

- financial liabilities at fair value through profit or loss
- financial liabilities subsequently measured at amortized costs

All financial liabilities are recognized initially at fair value and, in the case of instruments not subsequently measured at fair value through profit or loss, net of directly attributable transaction costs.

Subsequent measurement
Contingent consideration liabilities are subsequently measured at fair value through profit or loss.

All other financial liabilities are subsequently measured at amortized cost using the effective interest method.

Trade payables and financial liabilities are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities.

NOTE 7.3

Financial liabilities

(in EURk)	2022	2021
Borrowings from financial institutions	26,982	27,528
Lease liabilities	34,252	24,606
Other	770	945
Financial liabilities related to financing activities	**62,004**	**53,079**
Contingent consideration liabilities	5,685	6,916
Redemption amount of put-options	33,178	36,163
Financial liabilities related to business combination and acquisition of non-controlling interests	**38,863**	**43,079**
Total financial liabilities, as presented in the statement of financial position	**100,867**	**96,158**
- of which non-current	37,718	60,405
- of which current	63,149	35,753

For details on contingent consideration liabilities, refer to Note 4.3.

For details on the redemption amount of put-options, refer to Note 4.4.

NOTE 7.3

Financial liabilities (continued)

CHANGES IN LIABILITIES ARISING FROM FINANCING ACTIVITIES

(in EURK)	Current borrowings from financial institutions and other	Current lease liabilities	Non-current borrowings from financial institutions and other	Non-current lease liabilities	Total
1 January 2021	**34,548**	**4,592**	**21,158**	**17,259**	**77,557**
Cash flows (net)	-27,599	-4,986	511	-	-32,074
New leases	-	709	-	7,339	8,048
New leases from business combinations	-	36	-	142	178
Cancellation of lease contracts	-	-38	-	-566	-604
Disposal of Group companies	-	-142	-	-218	-360
Reclassifications	12,143	4,876	-12,143	-4,876	-
Exchange differences	-309	-12	164	491	334
31 December 2021	**18,783**	**5,035**	**9,690**	**19,571**	**53,079**
Cash flows (net)	-4,044	-5,856	3,673	-	-6,227
New leases	-	2,040	-	16,950	18,990
Cancellation of lease contracts	-	-563	-	-2,635	-3,198
Reclassifications	4,657	5,263	-4,657	-5,263	-
Exchange differences	-60	-46	-290	-244	-640
31 December 2022	**19,336**	**5,873**	**8,416**	**28,379**	**62,004**

§ **Accounting policy**

Refer to accounting policy in Note 7.2.

NOTE 7.4

Guarantees and pledged assets

To secure interest-bearing liabilities of EURk 8,021 (2021: EURk 12,023) the Group has pledged the shares held in Nine A/S until full repayment of the liabilities.

To secure interest-bearing liabilities of EURk 13,426 (2021: EURk 15,358) the Group has entered into negative pledge agreements for the assets in Trifork Holding AG, Trifork Smart Enterprise A/S, Nine A/S and SAPBASIS ApS until full repayment of the liabilities.

Furthermore, the usual general terms and conditions of the financial institutions may include options for offsetting credit against open obligations.

NOTE 7.5
Financial risk management

The Trifork Group is, as a result of its operations, its investing and financing activities, exposed to a variety of financial risks, including market risk (currency, interest and equity price risk), credit risks and liquidity risks.

The Group manages its financial risks centrally. The overall framework for the financial risk management is defined in the Group's financial policy and approved by the Board of Directors.

The Group's financial management is solely to manage and reduce the financial risks that are a direct result of the Group's operations and its investing and financing activities. The Group continuously calculates current financial positions related to both financial and non-financial assets. Monthly, Management reviews the Group's risk exposure in areas such as customers, backlogs, currencies, etc. in relation to budgets and forecasts.

Market risks

CURRENCY RISKS

The major currencies that the different business units in the Group operate in are EUR, CHF, DKK, USD and GBP. The nature of all Group Companies is that they most often invoice their customers and are invoiced by vendors in the same currency as their functional currency and thus they have only minor positions of either receivables or liabilities in other currencies than the functional currency and the respective risk is not considered significant.

At all times the Group monitor the net exposure to different currencies other than EUR, which is the reporting currency in the Group and netting any net exposure internally between the business units within the Group before using any other financial instruments. In the financial years 2022 and 2021 the Group did not cover any currency risks through derivative financial instruments.

INTEREST RISK

Trifork has, as a result of the Group's investing and financing activities, a risk exposure related to fluctuations in interest rates in Europe and abroad. The primary interest rate exposure is related to fluctuations in CIBOR and EURIBOR.

The Group's credit facilities are all at a variable interest rate. All interest rates are fixed every three months and all rates are tied to the development of the general market rate for each currency.

For the Group's bank deposits, liabilities with financial institutions, variable lease liabilities and other liabilities with variable interests, an increase of 1%-points, compared to the balance sheet interest rates, would have a negative impact on earnings before tax and shareholders' equity of EURk -37 (2021: EURk -171). A similar decrease in interest rates would result in a corresponding positive impact.

EQUITY PRICE RISK

With its investments in Trifork Labs the Group is exposed to equity price risks of the individual investments. Changes in valuations can have an impact on earnings before tax.

The investments are exposed to a variety of market risk factors, which may change significantly over time. As a result, measurement of such exposure at any given point in time may be difficult given the complexity and limited transparency of the underlying investments. Therefore, a sensitivity analysis is deemed to be of limited explanatory value for investments in Trifork Labs.

In order to demonstrate the sensitivity, the average change in the OMX Copenhagen SmallCap index for the reporting period is calculated and used as input to the sensitivity analysis. The result of this is a change of -6.8% in 2022. If the value of the continuing investments (based on year-end values) had increased or decreased by the same percentage with all other variables held constant, the impact on earnings before tax would have been EURk -3,227 in 2022 (2021: +37.1%, EURk +7,327).

On actual terms, Trifork Group accounts for fair value gains for the investments in Trifork Labs in 2022 of EURk 6,154 (2021: EURk 5,022).

The maximum values at risk for Trifork Labs are the total amounts of the individual investments.

NOTE 7.5

Financial risk management (continued)

Liquidity risk

It is the Group's policy in connection with credit facilities to ensure maximum flexibility by diversifying borrowing on maturity, renegotiation dates and counter parties, taking pricing into account. The Group's liquidity reserve consists of cash and cash equivalents and unutilized credit facilities. The Group aims to have sufficient cash resources to continue to act appropriately in case of unforeseen demands for liquidity.

The following table includes the contractually agreed cash flows (principal and interest) of the Group's financial liabilities in the corresponding time span.

The maximum amounts at risk for contingent consideration liabilities is EURk 0 (maximal contractual payments vs. carrying amount).

(in EURk)	Carrying amount	Contractual payments	< 1 year	1-5 years	> 5 years
2022					
Redemption amount of put-options	33,178	33,178	33,178	-	-
Contingent consideration liabilities	5,685	5,685	4,761	924	-
Borrowings from financial institutions	26,982	27,398	19,257	8,141	-
Lease liabilities	34,252	38,455	6,957	23,645	7,853
Trade payables	5,544	5,544	5,544	-	-
Other	770	810	210	587	13
Total financial liabilities	**106,411**	**111,070**	**69,907**	**33,297**	**7,866**
2021					
Redemption amount of put-options	36,163	36,163	10,895	25,268	-
Contingent consideration liabilities	6,916	6,916	1,038	5,878	-
Borrowings from financial institutions	27,528	28,613	18,917	9,692	4
Lease liabilities	24,606	26,285	5,547	17,264	3,474
Trade payables	7,262	7,262	7,262	-	-
Other	945	995	177	762	56
Total financial liabilities	**103,420**	**106,233**	**43,836**	**58,863**	**3,534**

NOTE 7.5

Financial risk management (continued)

The liquidity situation breaks down as follows as of the reporting date:

(in EURk)	2022	2021
Cash and cash equivalents	30,652	44,628
Committed credit lines	28,987	27,613
Borrowings from financial institutions	-26,982	-27,528
Total	**32,657**	**44,713**

Management considers capital resources and access to new credit facilities to be reasonable in relation to the current need for financial flexibility.

The Group is not subject to any collateral security other than deposits already paid and pledged shares of Nine A/S.

Credit risk

Credit risks arise from the possibility that the counterparty to a transaction may not be able or willing to discharge its obligations, thereby causing the Group to suffer a financial loss. These risks are primarily related to receivables, contract assets, cash and other financial assets. The management of credit risk is based on internal credit limits for customers and counter parties.

RECEIVABLES AND CONTRACT ASSETS

Trade receivables and contract assets are subject to active risk management. Doubtful accounts are assessed for impairment individually. Indications of possible impairment include significant financial difficulty or insolvency of the customer as well as situations where financial restructuring is probable or the customer has already defaulted. Due to the varied customer structure, there are no generally applicable credit limits across the Group. However, customers' creditworthiness is tested systematically, considering the financial situation, past experience and/or other factors. The likelihood of risk concentrations in this area is limited by the fact that the Group's customer base is broad, geographically diversified and spread across different business units.

The Group does not hold any specific collateral for trade receivables and contract assets as of year-end 2022 (2021: none).

Management does not expect any material losses from receivables and contract assets in excess of the allowances recognized. The maximum risk of default is the total carrying amount of the non-current financial assets and receivables set out in Notes 4.9 and 6.1. Note 6.1 contains disclosures on maturities, expected credit loss calculation and allowance development of trade receivables and contract assets.

CASH AND CASH EQUIVALENTS

Current bank balances are held exclusively with banks that have a solid credit rating. The risk of default is mitigated by maintaining business relationships with a number of banks and other financial institutions and by monitoring the credit risk continuously.

Capital management

Capital management at the Trifork Group focuses on safeguarding the Group's ability to long-term profitable growth and healthy development, generating an appropriate return for shareholders and optimizing financial ratios while considering cost of capital.

The Group can adjust the dividend payout, return capital to shareholders or issue new shares to reach these targets and increase or reduce external financing.

No adjustments or changes were made to the capital management objectives or policies in the reporting periods 2021 and 2022.

The Group uses equity ratio to monitor the capital structure. The equity ratio expresses shareholders' equity as a percentage of total capital. It is a long-term goal of the Trifork Group to keep a conservative self-financing ratio. Equity ratios as of 31 December are:

(in EURk)	2022	2021
Equity attributable to the shareholders of Trifork Holding AG	114,629	109,798
Total assets	249,274	245,664
Equity ratio	**46.0%**	**44.7%**

Further, Management reviews also net-debt-to-EBITDA-ratio for its financial leverage management. The net debt-to-EBITDA ratio is a debt ratio that shows how many years it would take for a company to pay back its debt if net debt and EBITDA are held constant. Ratios as of 31 December are:

(in EURk)	2022	2021
Borrowings from financial institutions	26,982	27,528
Cash and cash equivalents	-30,652	-44,628
Net (cash)/debt	**-3,670**	**-17,100**
EBITDA	30,443	47,376
Net-debt-to-EBITDA-ratio (x)	**-0.12x**	**-0.36x**

SECTION 8

Other disclosures

This section includes other disclosures required by IFRS, but which are of secondary importance to the understanding of the financial performance of Trifork Group.

8

NOTE 8.1

Related parties

Business relationships exist between Trifork Holding AG and its subsidiaries as well as members of the Executive Management. Furthermore, related parties include entities, in which the aforementioned circle of people have control, joint control or significant influence, associated companies and investments in Trifork Labs. All business transactions with related parties are carried out at arm's length.

Group companies

An overview of consolidated subsidiaries is provided in Note 8.6. Transactions between Trifork Holding AG and its subsidiaries as well as between subsidiaries of the Group were eliminated in the consolidated financial statements.

Trifork A/S and Trifork AG are responsible for certain administrative and staff-related assignments for subsidiaries, associated companies and Labs investments, including IT-operations, maintenance, bookkeeping, a shared sales organization and management tasks. These assignments are invoiced at fixed prices to the related parties.

Remuneration of the Board of Directors and Executive Management

(in EURk)	2022	2021
Board of Directors		
Short-term benefits	390	360
Executive Management		
Short-term benefits	2,082	2,566
Share-based payments	575	247
Post-employment benefits	156	145
Total Executive Management	**2,812**	**2,958**
Total	**3,202**	**3,318**

Transactions with related parties

(in EURk)	Amounts owed by related parties	Services provided to related parties	Services received from related parties[1]	Leases from related parties	Assets sold to related parties
2022					
Associated companies	576	468	-	-	-
Investments in Trifork Labs	1,872[2]	3,250	796	-	-
Executive Management	16	10	15	384	-
Total	**2,464**	**3,728**	**811**	**384**	**-**
2021					
Associated companies	546	405	-	-	-
Investments in Trifork Labs	1,275	1,067	111	-	350
Executive Management	16	14	8	236	89
Total	**1,837**	**1,486**	**119**	**236**	**439**

1 Excluding remuneration of the Board of Directors and Executive Management.
2 In addition, Trifork A/S capitalized work-in-progress of EURk 639 for a project with an investment in Trifork Labs.

Disclosure of transactions and balances related to investments in Trifork Labs includes only those entities in which the Group has significant influence.

NOTE 8.2
Non-controlling interests

A. Acquisition of non-controlling interests

2022
In two separate transactions in 2022, the Group acquired shares in Erlang Solutions Ltd for EURk 7,481 (8.1% and 11.9%). The total shareholding in the company is at 86.2%.
In the second quarter 2022, Erlang Solutions Ltd paid out a dividend based on the ownership as of the end of 2021. EURk 189 of dividend paid to the previous owners of the 8.1% stake acquired by the Group in the first quarter, was debited to retained earnings of the parent.
In the third quarter 2022, Erlang Solutions Ltd paid out a dividend based on the ownership as of the end of second quarter 2022. EURk 189 of dividend paid to the previous owners of the 11.9% stake acquired by the Group in the third quarter, was debited to retained earnings of the parent.

2021
In two stages, the Group acquired shares in Erlang Solutions Ltd for EURk 726 for 65'953 treasury shares, valued at EUR 19.0/share and brought the total shareholding in the company to 66.3%.
Further, in the third quarter 2021, Erlang Solutions Ltd paid out a dividend based on the ownership as of the end of the first quarter 2021. EURk 86 of dividends paid to the previous owners of the 10.6% stake acquired by the Group in the second quarter, was debited to retained earnings of the parent.

In two stages, the Group acquired 11.4% of the shares in Testhuset A/S for EURk 318. The total shareholding in the company is at 81.4%.

The Group acquired 25% of the shares in Duckwise ApS for a cash payment of EURk 505 and 29'765 treasury shares, valued at EUR 19.0/share. The total shareholding in the company is at 100%.

The Group sold 10% of the shares in Trifork Operations AG for EURk 9 and brought the total shareholding in the company to 90%.

B. Disclosure of significant non-controlling interests
The Group companies Netic A/S, Aalborg (DK), Testhuset A/S, Ballerup (DK) and Nine A/S, Copenhagen (DK) which all operate primarily in Denmark and are controlled by Trifork Group, have significant non-controlling interests.

For non-controlling interests in Netic A/S, Testhuset A/S and Nine A/S put options exists. Therefore, Trifork has derecognized the non-controlling interests at the reporting date and accounts for the difference between the amount derecognized and the present value of the redemption liability for put-options in retained earnings.

(in EURk)	Netic A/S	Testhuset A/S	Nine A/S
2022			
Non-controlling interests[1]	12.0%	18.6%	30.0%
Share of net income	29	135	1,361
Share of shareholders' equity[2]	841	329	4,711
2021			
Non-controlling interests[1]	12.0%	18.6%	30.0%
Share of net income	127	195	1,071
Share of shareholders' equity[2]	974	319	4,762

1 Voting rights equal capital share.
2 Non-controlling interests are subject to put-options, amount represents accumulated non-controlling interests prior to derecognition.

NOTE 8.2

Non-controlling interests (continued)

Condensed financial information of the respective companies, including goodwill and fair value adjustments recognized on acquisition of the Group companies, but before elimination of inter-company transactions:

	2022			2021		
(in EURk)	Netic A/S	Testhuset A/S	Nine A/S	Netic A/S	Testhuset A/S	Nine A/S
Income statement						
Revenue	31,745	9,808	32,347	24,350	8,615	29,576
Net income	242	727	4,522	1,070	721	3,570
Total comprehensive income	**242**	**727**	**4,524**	**1,063**	**718**	**3,570**
Statement of financial position						
Current assets	5,909	2,477	12,255	7,414	2,340	12,114
Non-current assets	24,735	4,915	36,454	22,892	4,955	37,518
Total assets	**30,644**	**7,392**	**48,709**	**30,306**	**7,295**	**49,632**
Current liabilities	7,806	1,047	4,712	9,035	1,067	5,648
Non-current liabilities	10,076	519	4,023	7,407	458	3,827
Total liabilities	**17,882**	**1,566**	**8,735**	**16,442**	**1,525**	**9,475**
Net assets	**12,762**	**5,826**	**39,974**	**13,864**	**5,770**	**40,157**
Cash flow statement						
Cash flow from operating activities	2,019	157	7,484	1,435	226	3,225
Change in cash and cash equivalents	48	-627	2,179	-3,495	278	695
Dividends paid to non-controlling interests	-161	-125	-1,411	-226	-	-605

Other non-controlling interests are individually not material.

NOTE 8.3
Government grants

(in EURk)	2022	2021
Research and development - WBSO (NL)	326	424
Research and development expenditure credit (UK)	315	241
Covid-19 related grants	-	106
Others	81	-
Total government grants	**722**	**771**

Recognized in the income statement as:

(in EURk)	2022	2021
Personnel costs	326	498
Other operating income	396	273
Total government grants	**722**	**771**

NOTE 8.4
Fees to independent Group auditor

(in EURk)	2022	2021
Statutory audit	401	315
Audit related engagements	28	856
Total audit-related services	**429**	**1,171**
Tax consultancy	8	23
Total non-audit services	**8**	**23**
Total fees to independent Group auditor	**437**	**1,194**

NOTE 8.5
Events after the balance sheet date

The 2022 consolidated financial statements were reviewed by the Audit & Risk Committee on 27 February 2023 and approved and released for publication by the Board of Directors on 28 February 2023.

The financial statements are subject to approval by the Annual General Meeting scheduled for 12 April 2023.

Between 31 December 2022 and the date on which these consolidated financial statements were approved by the Board of Directors the following event took place:

As announced on 19 December 2022 (company announcement #17/2022), Trifork Group signed a share purchase agreement to acquire 60% of the share in its partner Institut für Bildungsevaluation AG. This agreement was closed as of 6 January 2023.
The acquisition price was EURk 2,861 and resulted in a net cash outflow of EURk 816. The company is a specialist in digital solutions to schools (online learning and testing platforms). In fiscal year 2022, total revenue of Institut für Bildungsevaluation AG amounted to approx. EUR 5.3m.

NOTE 8.6

Trifork Group companies

Company[1]	Registered office	Activity	Share capital in local currency		2022	2021
Trifork A/S	**Aarhus, Denmark**	Software development, Sales, Academy	**DKK**	**18,000,000**	**100%**	**100%**
Trifork Public A/S	Aarhus, Denmark	Software development, Sales	DKK	737,000	100%	100%
Netic A/S	Aalborg, Denmark	Software development, Sales	DKK	500,000	88%	88%
Testhuset A/S	Ballerup, Denmark	Software development, Sales	DKK	509,259	81%	81%
Trifork Smart Enterprise A/S	Copenhagen, Denmark	Software development, Sales	DKK	500,000	100%	100%
SAPBASIS ApS	Ballerup, Denmark	Software development, Sales	DKK	81,000	50%	50%
Trifork Smart Device ApS	Aarhus, Denmark	Software development, Sales	DKK	158,335	70%	70%
Nine A/S	Copenhagen, Denmark	Software development, Sales	DKK	500,000	70%	70%
Trifork AG	**Schindellegi, Switzerland**	Sales, Academy	**CHF**	**920,000**	**100%**	**100%**
Trifork Academy Inc.	**San Francisco, USA**	Academy	**USD**	**3**	**100%**	**100%**
Trifork Ltd.	**London, United Kingdom**	Subholding company, Academy	**GBP**	**1**	**100%**	**100%**
Open Credo Ltd.	London, United Kingdom	Software development, Sales	GBP	1,522	100%	100%
Code Node Space & Events Ltd.	London, United Kingdom	Service Company	GBP	100	100%	100%
The Perfect App Ltd.	London, United Kingdom	Software development	GBP	10,000	100%	100%
Trifork B.V.	**Amsterdam, Netherlands**	Software development, Sales	**EUR**	**18,000**	**100%**	**100%**
Trifork Eindhoven B.V.	**Eindhoven, Netherlands**	Software development, Sales	**EUR**	**1,000**	**100%**	**100%**
Trifork Germany GmbH	**Berlin, Germany**	Academy	**EUR**	**25,000**	**100%**	**100%**
Erlang Solutions Ltd.	**London, United Kingdom**	Software development, Sales	**GBP**	**103,218**	**86%**	**66%**
Erlang Solutions AB	Stockholm, Sweden	Software development, Sales	SEK	100,000	86%	66%
Erlang Solutions Inc.	Newcastle, USA	Software development, Sales	USD	100	86%	66%
Erlang Solutions SP. Z O.O.	Krakow, Poland	Software development	PLN	5,000	86%	66%
Erlang Solutions Hungary Kft.	Budapest, Hungary	Software development	EUR	15,000	86%	66%
Duckwise ApS	**Aarhus, Denmark**	Software development, Sales	**DKK**	**163,265**	**100%**	**100%**
Trifork Academy and Software Solutions SL	**Palma, Spain**	Software development	**EUR**	**3,000**	**100%**	**100%**
Trifork Smart Enterprise SL	Barcelona, Spain	Software development	EUR	3,000	100%	100%
Trifork Labs AG	**Schindellegi, Switzerland**	Subholding company	**CHF**	**100,000**	**100%**	**100%**
Trifork Labs ApS	Aarhus, Denmark	Subholding company	DKK	367,647	100%	100%
Trifork Operations AG	**Schindellegi, Switzerland**	Software development, Sales	**CHF**	**100,000**	**90%**	**90%**
Vilea GmbH	**Zurich, Switzerland**	Software development, Sales	**CHF**	**40,000**	**100%**	**100%**
Vilea Austria GmbH	Vienna, Austria	Software development, Sales	EUR	35,000	100%	100%
Strongminds ApS	**Aarhus, Denmark**	Software development, Sales	**DKK**	**300,000**	**100%**	**100%**
Trifork Portugal LDA	**Lisbon, Portugal**	Software development	**EUR**	**5,000**	**95%**	**n/a**
Trifork Academy Pty Ltd.[2]	**Brisbane, Australia**	Academy	**AUD**	**120**	**100%**	**n/a**

- Software development
- Sales
- Service Company
- Academy
- Subholding company

1 List includes active companies only
2 Incorporation in progress

Bold - Directly held by Trifork Holding AG
Regular - Indirectly held subsidiaries

To the General Meeting of Trifork Holding AG, Feusisberg

Zurich, 28 February 2022
Ernst & Young Ltd

Report of the statutory auditor

Report on the audit of the consolidated financial statements

Opinion

We have audited the consolidated financial statements of Trifork Holding AG and its subsidiaries (the Group), which comprise the consolidated statement of financial position as at 31 December 2022, the consolidated statement of income, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements (pages 76 to 126) give a true and fair view of the consolidated financial position of the Group as at 31 December 2022 and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRS) and comply with Swiss law.

Basis for opinion

We conducted our audit in accordance with Swiss law, International Standards on Auditing (ISA) and Swiss Standards on Auditing (SA-CH). Our responsibilities under those provisions and standards are further described in the "Auditor's responsibilities for the audit of the consolidated financial statements" section of our report. We are independent of the Group in accordance with the provisions of Swiss law, together with the requirements of the Swiss audit profession, as well as those of the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with these requirements.

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

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the "Auditor's responsibilities for the audit of the consolidated financial statements" section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the consolidated financial statements.

Revenue recognition

Risk	The Group's revenues amounted to CHF 185 million as of 31 December 2022. The Group recognizes revenue from contracts with customers as disclosed in Note 2.2 of the consolidated financial statements. For certain contracts related to new service offerings, significant judgement is required to determine the appropriate accounting, including identifying performance obligations and the timing of the transfer of control of goods or services for each of those performance obligations. Due to the level of judgment involved in the revenue assessment and because revenue is material to the financial statements this matter was considered significant to our audit.
Our audit response	We assessed the Group's internal controls over revenue recognition and managements' process of evaluating the appropriate accounting for contracts with customers. We inspected a sample of new contracts and evaluated management's judgement in relation to identifying performance obligations and the timing of the transfer of control. We performed data analytics procedures and analyzed revenue trends month over month as well as year over year. Our audit procedures did not lead to any reservations regarding revenue recognition.

EY

Impairment of Goodwill

Risk	Goodwill represents 20% of the Group's total assets and 42% of the Group's total shareholders' equity as of 31 December 2022. As stated in Note 4.6 to the consolidated financial statements, goodwill is subject to an annual impairment test or whenever impairment indicators are present. The Group performed its annual impairment test of goodwill in the fourth quarter of 2022 and determined that there was no impairment. In determining the value in use of cash-generating units, the Group must apply judgment in estimating – amongst other factors – future net sales and EBITDA margins covering a 5-year period, long-term growth and discount rates. Due to the significance of the carrying amount of goodwill and the judgment involved in performing the impairment test, this matter was considered significant to our audit.
Our audit response	We assessed the Group's internal controls over its annual impairment test and key assumptions applied. We involved valuation specialists to assist in examining the Group's valuation model and in analyzing the underlying key assumptions, including long-term growth and discount rates. We evaluated the composition of management's cash flow forecasts and the process by which they were derived, including testing the mathematical accuracy of the underlying calculations. We assessed the assumptions regarding future net sales and EBITDA margins, historical accuracy of the Group's estimates and considered its ability to produce accurate long-term forecasts. We evaluated the sensitivity in the valuation resulting from changes to the key assumptions applied (e.g., CAGR net sales, average EBITDA margin) and compared these assumptions to market data. Our audit procedures did not lead to any reservations concerning the impairment test for goodwill.

Valuation of investments in Trifork Labs

Risk	Investments in Trifork Labs amounted to CHF 60 million as of 31 December 2022. As described in Note 5.1 to the consolidated financial statements, investments in Trifork Labs are accounted for at fair value through the income statement. The fair value of Level 1 investments is based on quoted prices in active and liquid markets whereas the fair value of Level 3 investments is determined using discounted cash flow models or valuations derived from recent transactions. For certain such Level 3 investments, significant estimates and judgements are required to determine the valuation and the timing of the fair value adjustments. Due to the significance of the carrying amount of investments in Trifork Labs and the level of judgment involved in the overall fair value measurement, this matter was considered significant to our audit.
Our audit response	We evaluated the Trifork Labs valuation process through walkthrough procedures and assessing underlying controls to determine managements' process of identifying and recording fair value adjustments. We obtained the valuation reports prepared by management and tested them against recent transactions or contracts. For investments which are valued by using the discounted cash flow model we performed procedures to evaluate the valuation model applied as well as the projected financial information used for the valuation, including comparing it to budgeted information presented to the Board of Directors. Our audit procedures did not lead to any reservations regarding the valuation of the investments in Trifork Labs

EY

Other information

The Board of Directors is responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements, the stand-alone financial statements, the remuneration report and our auditor's reports thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Board of Directors' responsibilities for the consolidated financial statements

The Board of Directors is responsible for the preparation of the consolidated financial statements, which give a true and fair view in accordance with IFRS and the provisions of Swiss law, and for such internal control as the Board of Directors determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the Board of Directors is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern, and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Swiss law, ISA and SA-CH will always detect a material misstatement when it exists. 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.

A further description of our responsibilities for the audit of the consolidated financial statements is located on EXPERTsuisse's website at: https://www.expertsuisse.ch/en/audit-report. This description forms an integral part of our report.

Report on other legal and regulatory requirements

In accordance with Art. 728a para. 1 item 3 CO and PS-CH 890, we confirm that an internal control system exists, which has been designed for the preparation of the consolidated financial statements according to the instructions of the Board of Directors.

We recommend that the consolidated financial statements submitted to you be approved.

Tobias Meyer
Licensed audit expert
(Auditor in Charge)

Nicole Meister
Licensed audit expert

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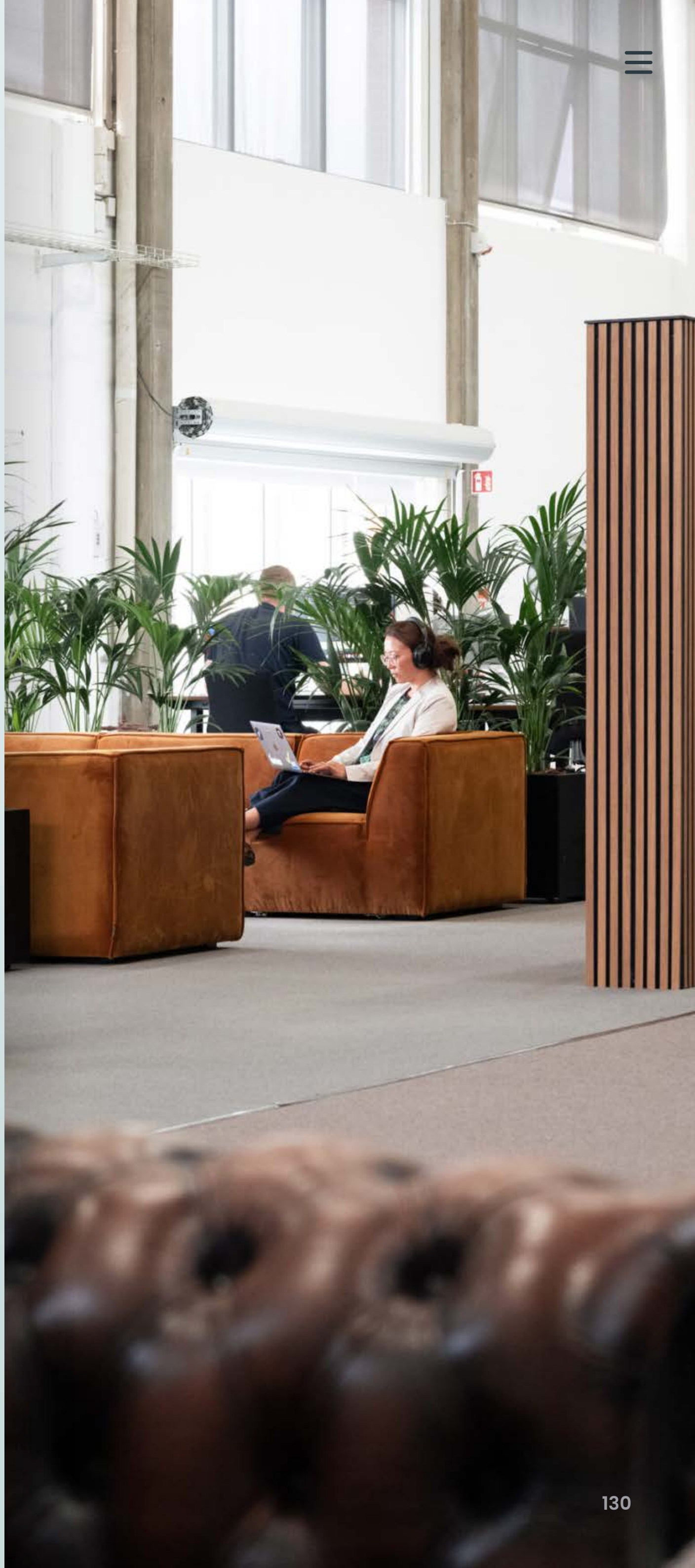
TRIFORK HOLDING AG

Financial Statements 2022



MANAGEMENT REVIEW

2022 - Strengthening the investment portfolio

Trifork Holding AG is the parent company of Trifork Group. Its purpose and activities are the holding of the investments (Group companies) and to manage respective cash flows.

After the challenge of the listing process in 2021, Trifork Holding AG focused itself in 2022 to strengthen its investment portfolio. For this, eyes were on the buy-out of minorities as well as the addition of new investments in the strategic markets.

The main events for Trifork Holding AG in 2022 were the following:

- Acquisition of 8.1% of the shares of Erlang Solutions Ltd. in February, bringing the total shareholding to 74.4%
- Acquisition of 11.9% of the shares of Erlang Solutions Ltd. in July, bringing the total shareholding to 86.2%
- Divestment of Programmable Infrastructure Solutions AG and transfer of the remaining investment to the Labs organization.
- Acquisition of 60% of the shares in Institut für Bildungsevaluation AG (IBE) with signing of the agreement in 2022 and closing in 2023.

From a financial perspective, the highlights of the Company were as follows:

- Dividend income of CHFm 4.1, mainly from additional proceeds of the sale of Humio Ltd.
- Gain from sale of investments of CHFm 1.3
- Net income for the year of CHFm 2.0
- Acquisition of shares in investments for CHFm 7,5 and earn-out payment of CHFm 0.6, all paid in cash
- As of 31 December 2021, shareholders' equity is at CHFm 104.7
- Dividend paid to the shareholders Trifork Holding AG in the amount of CHFm 7.8 (CHF 0.39 per share)

(Due to its nature, the Company has the ability to direct the cash flows to and from its investments.)

Following dialogue with the Danish Financial Supervisory Authority, Trifork Holding AG ("the Company") has been given dispensation to provide the separate financial statements for 2022 prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and additional requirements according to the Danish Financial Statements Act ("Separate Financial Statements") and therefore, the Company provides its statutory financial statements.

The statutory financial statements of Trifork Holding AG are prepared in accordance with the requirements of the Swiss Code of Obligations ("Swiss GAAP") and are submitted to the Annual General Meeting for approval. The statutory financial statements are the basis for decisions on dividend distributions and for assessing the Company's compliance with legal requirements related to equity.

Reconciliation of the parent financial statements

In order to provide a comprehensive understanding for the statutory financial statements, an overall illustrative comparison is presented to separate financial statements prepared in accordance with IFRS as issued by the IASB and additional requirements as per the Danish Financial Statements Act.

(in CHFk)	Net income 2022 according to the statement of income	Total assets as of 31 December 2022 according to the statement of financial position	Total shareholders' equity as of 31 December 2022 according to the statement of financial position
Separate financial statements as per Swiss GAAP	1,992	110,503	104,690
Difference in accounting for net unrealized foreign exchange gains	236	-	337
Separate financial statements as per IFRS as issued by IASB and additional requirements according to the Danish Financial Statements Act	**2,228**	**110,503**	**105,027**

As it appears from the above there is very limited monetary differences in the reported primary financial statements to IFRS as issued by the IASB and consequently to Danish GAAP.

Furthermore, the parent financial statements prepared in accordance with IFRS as issued by the IASB and additional requirements as per the Danish Financial Statements Act would include a cash flow statement as required by IFRS as issued by the IASB and certain other additional disclosures compared to the parent financial statements issued in accordance with Swiss GAAP.

Contents

Financial statements

Income Statement

for the year ended 31 December

(in CHFk)	Notes	2022	2021
Dividend income		4,075	46,094
Other financial income	1	455	257
Gain from sale of investments	4	1,279	376
Total income		**5,809**	**46,727**
Administrative expenses	2	-2,320	-4,290
Financial expenses	3	-189	-374
Result on foreign exchange		-1,308	-1,486
Total expenses		**-3,817**	**-6,150**
Earnings before tax		**1,992**	**40,577**
Income tax		-	-
Net income		**1,992**	**40,577**

Statement of Financial Position

for the year ended 31 December

(in CHFk)	Note	2022	2021
Cash and cash equivalents		2,162	11,353
Other current receivables			
- from third parties		55	114
- from investments		125	378
Loans to investments		-	1,125
Accruals		26	20
Total current assets		**2,368**	**12,990**
Investments	4	80,676	72,650
Loans to investments		27,459	30,545
Total non-current assets		**108,135**	**103,195**
ASSETS		**110,503**	**116,185**
Interest-bearing current liabilities			
- to third parties		1,283	-
- to investments		-	3,301
Other current liabilities			
- to third parties		8	8
- to investments		426	1,346
Accrued liabilities and deferred income		513	369
Total current liabilities		**2,230**	**5,024**
Interest-bearing non-current liabilities		3,583	-
Total non-current liabilities		**3,583**	**-**
Total liabilities		**5,813**	**5,024**
Share capital	5	1,974	1,974
Capital contribution reserve	6	23,928	23,928
Other capital reserve		21,861	21,861
General legal reserve		410	410
Retained earnings		58,250	64,070
Treasury shares	9	-1,733	-1,082
Shareholders' equity		**104,690**	**111,161**
LIABILITIES AND SHAREHOLDERS' EQUITY		**110,503**	**116,185**

Statement of Changes in Shareholders' Equity

for the year ended 31 December

(in CHFk)	Share capital	Capital contri-bution reserve	Other capital reserve	General legal reserve	Retained earnings	Treasury shares	Total equity
1 January 2021	**1,864**	**11**	**23,349**	**410**	**35,338**	**-569**	**60,403**
Net income	-	-	-	-	40,577	-	40,577
Capital increases	110	24,177	-	-	-	-	24,287
Costs related to capital increases	-	-260	-1,488	-	-	-	-1,748
Dividends	-	-	-	-	-11,926	-	-11,926
Transactions with treasury shares	-	-	-	-	81	-513	-432
31 December 2021	**1,974**	**23,928**	**21,861**	**410**	**64,070**	**-1,082**	**111,161**
Net income	-	-	-	-	1,992	-	1,992
Dividends	-	-	-	-	-7,785	-	-7,785
Transactions with treasury shares	-	-	-	-	-27	-651	-678
31 December 2022	**1,974**	**23,928**	**21,861**	**410**	**58,250**	**-1,733**	**104,690**

Notes to the Financial Statements

Company information

Trifork Holding AG ("the Company") is incorporated in Switzerland with its registered offices at Neuhofstrasse 10, 8834 Schindellegi (Feusisberg).

The Company is the parent company of Trifork Group. The registered shares of the Company are traded on the NASDAQ Copenhagen.

§ Accounting policies

General

These financial statements are prepared in accordance with Swiss law (32nd title of the Swiss Code of Obligations). Where not prescribed by law, the significant accounting and valuation principles applied are described below.

Investments

Investments in subsidiaries are recognised and measured at cost. Dividend is recognised as income when the right is finally obtained.
The carrying amount of investments in subsidiaries is examined at the balance sheet date in order to determine if there is any indication of impairment.

Loans to investments

Loans granted in foreign currency are measured at the exchange rate prevailing as of the reporting date.

Interest-bearing liabilities

Interest-bearing liabilities are measured at their nominal value. Maturities of less than one year are disclosed as current liabilities, while those longer than one year are disclosed as non-current liabilities.
Interest-bearing liabilities in foreign currencies are measured at the exchange rate prevailing as of the reporting date.

Treasury shares

As of the time of acquisition, treasury shares are recognized as a deduction of shareholders' equity measured at initial cost. In case of a later divestment the gain or loss is recognized in retained earnings in accordance with the FIFO principle.

Principle of imparity

For long-term financial assets and liabilities, unrealized foreign exchange losses are recognized in the income statements while unrealized foreign exchange gains are deferred.

Non-disclosure of the cash flow statement and additional notes information

Trifork Holding AG prepares consolidated financial statements in accordance with generally accepted accounting standards (IFRS). Therefore, and following the legal requirements, it does not present a statement of cash flows or notes with regard to interest-bearing liabilities and audit fees.

Update of presentation

To improve the comprehensibility for the readers, the presentation of the income statement has been revised. Comparable information and notes have been updated accordingly.

NOTE 1

Other financial income

(in CHFk)	2022	2021
Interest income		
- from investments	455	257
Total other financial income	**455**	**257**

NOTE 2

Administrative expenses

(in CHFk)	2022	2021
Board of Director fees	-392	-375
Management fees from investments	-809	-764
Consultancy services		
- from investments	-189	-265
- from third parties	-631	-676
IPO-related costs	-	-1,997
Others	-299	-213
Total administrative expenses	**-2,320**	**-4,290**

NOTE 3

Financial expenses

(in CHFk)	2022	2021
Interest expenses		
- to third parties	-74	-104
- to investments	-12	-48
Fees to financial institutions	-103	-222
Total financial expenses	**-189**	**-374**

NOTE 4
Investments

The list of Group companies held directly and indirectly by Trifork Holding AG with the percentage of the capital share/voting rights is included in the consolidated financial statements of Trifork Group in Note 8.6.

In addition, Trifork Holding AG has sold its interest in Programmable Infrastructure Solutions AG, Schindellegi (Switzerland) in 2022, realizing a net gain of CHFk 1'279 (2021: interest of 19.5%). The Container Solutions Group, of which Programmable Infrastructure Solutions AG was the former holding company, is currently under reorganization and the Company has a right to receive 6.2% interest in the new organization.

NOTE 5
Share capital

The share capital of CHFk 1,974 (2021: CHFk 1,974) consists of 19,744,899 (2021: 19,744,899) registered shares with a par value of CHF 0.10 (2021: CHF 0.10) each.

The share capital is fully paid up. The shares are registered under ISIN: CH1111227810.

All shares have identical rights and there is only one share class.

NOTE 6
Authorized capital

The extraordinary General Meeting of 19 December 2019 authorized the Board of Directors to increase the share capital of the company at any time up to 19 December 2021. The available authorized capital as per 1 January 2021 amounted to CHFk 136, equating to 1,362,770 registered shares. With effective date as of 16 April 2021 the Board of Directors exercised an authorized capital increase by 167,436 shares (CHFk 17). A net premium of CHFk 3,448 was allocated to the capital contribution reserve.

The ordinary General meeting of 29 April 2021 replaced the authorized capital from the extraordinary General meeting as 19 December 2019 and authorized the Board of Directors to increase the share capital of the company at any time up to 29 April 2023 by an amount not exceeding CHFk 373 through the issue of up to 3,727,446 registered shares, payable in full, each with a nominal value of CHF 0.10 and excluding shareholders' subscription rights.

With effective date as of 28 May 2021 the Board of Directors increased share capital from authorized share capital in an amount of CHFk 94 (940,233 shares). A net premium of CHFk 20,469 was allocated to the capital contribution reserve. In addition, transaction costs CHFk 1,488 were deducted from the other capital reserve for the same transaction.

The available authorized capital as of 31 December 2021 and 31 December 2022 amounts to CHFk 279. This equates to 2,787,213 registered shares.

NOTE 7
Conditional capital

The extraordinary General Meeting as of 19 December 2019 authorized the conditional capital by a maximum amount of CHFk 50 by issuing a maximum of 500,000 registered shares with a par value of CHF 0.10 each, to be fully paid up, excluding shareholders' subscription rights.

NOTE 8
Dividend

The Annual General Meeting of 20 April 2022 approved a dividend of CHF 0.39 per registered share to be paid from the retained earnings. The dividend of CHFk 7,785 was paid out on 22 April 2022.

The Annual General Meeting of 29 April 2021 approved a dividend of CHF 0.64 per registered share to be paid from the retained earnings. The dividend of CHF k 11.926 was paid out on 5 May 2021.

NOTE 9
Treasury shares

	Units	Total amount (in CHFk)
1 January 2021	**31,093**	**569**
Acquisitions	46,851	1,121
Capital increase	167,436	-
Disposals	-2,570	-53
Acquisition of Group companies	-102,073	-12
Acquisition of non-controlling interests	-95,718	-624
Result from transactions with treasury shares transferred to retained earnings		81
31 December 2021	**45,019**	**1,082**
Acquisitions	30,000	872
Conversion of RSU	-10,010	-194
Result from transactions with treasury shares transferred to retained earnings		-27
31 December 2022	**65,009**	**1,733**

NOTE 10
Full time equivalents

Trifork Holding AG does not have any employees (2021: 0).

NOTE 11
Guarantees

Trifork Holding AG issued guarantees in favour of financial institutions to cover the interest-bearing liabilities of Group companies of CHFk 8,779 as per 31 December 2022 (2021: CHFk 17,727).

Trifork Holding AG subordinated loans to Group companies in the amount of CHFk 2,911 (2021: CHFk 2,882).

NOTE 12

Pledged assets

To secure interest-bearing liabilities of CHFk 4,441 as of 31 December 2022, the company negatively pledged its assets until full amortization of the loan (2021: CHFk 0).

NOTE 13

Significant shareholders

The following shareholders reported an interest of 5% or more (directly and/or indirectly) in the share capital of Trifork Holding, as AG recorded in the commercial register as of the reporting date:

	2022	2021
Jørn Larsen	19.7%	19.5%
Ferd AS[1]	10.0%	10.0%
Kresten Krab Thorup[2]	6.6%	6.6%
Chr. Augustinus Fabrikker A/S[2]	5.1%	5.1%

1 As per company announcement #19/2021 as of 3 June 2021
2 As per company announcement #15/2021 as of 27 May 2021

NOTE 14

Interests held by the members of the Board of Directors and Executive Management

	2022			2021		
	Number of registered shares as of 31 December	Number of restricted share units (RSU) as of 31 December	(Potential) share of voting rights	Number of registered shares as of 31 December	Number of restricted share units (RSU) as of 31 December	(Potential) share of voting rights
Julie Galbo (Chairperson)	4,190	-	0.0%	3,940	-	0.0%
Olivier Jaquet (Vice-Chairperson)	64,145	-	0.3%	64,145	-	0.3%
Maria Hjorth (Member)	3,940	-	0.0%	3,940	-	0.0%
Christoffer Holten (Member)[1]	2,000	-	0.0%	n/a	n/a	n/a
Casey Rosenthal (Member)	2,058	-	0.0%	2,058	-	0.0%
Lars Lunde (Member)[2]	n/a	n/a	n/a	3,747	-	0.0%
Jørn Larsen (Member and CEO)[3]	3,880,868	28,224	19.8%	3,847,374	17,983	19.6%
Kristian Wulf-Andersen (Member and CFO)[3]	230,616	18,848	1.3%	224,100	12,049	1.2%

1 Member since 20 April 2022
2 Representing GRO Holding I ApS until 27 May 2021
3 Members until 29 April 2021

NOTE 15

RSU granted in the reporting period

RSU on registered shares of Trifork Holding AG are granted as part of the performance-related variable compensation for members of Executive Management. Each RSU is associated with the right to convert into one share. The RSU were valued at the share price at grant date and conversion of the RSU depends upon the vesting conditions being met (e.g. ongoing employment):

	Number	Value (in CHFk)
2022	27,050	798
2021	30,032	581

The RSU granted are recognized through profit or loss over the vesting period in the Group company that is the contractual employer of the respective member of Executive Management.

NOTE 16

Fees to independent Group auditor

(in EURk)	2022	2021
Statutory audit	184	125
Audit related engagements	28	836
Total audit-related services	**212**	**961**
Tax consultancy	4	9
Total non-audit services	**4**	**9**
Total fees to independent Group auditor	**216**	**970**

NOTE 17

Events after the balance sheet date

The acquisition of Institut für Bildungsevaluation AG, announced on 19 December 2022 (company announcement #17/2022), was closed as of 6 January 2023.

The 2022 financial statements were reviewed by the Audit & Risk Committee on 27 February 2023 and approved and released for publication by the Board of Directors on 28 February 2023.

The financial statements are subject to approval by the Annual General Meeting scheduled for 12 April 2023.

Proposal of the Board of Directors for the appropriation of the capital contribution reserve and the of retained earnings

(in CHFk)	2022
Capital contribution reserve	
Balance carried forward from prior year	23,928
Retained earnings at the discretion of the General Meeting	**23,928**
Dividend proposed	-2,689
Balance carried forward to new account of the retained earnings	**21,239**
Retained earnings	
Balance carried forward from prior year	64,070
Dividends paid	-7,785
Transactions with treasury shares	-27
Net income	1,992
Retained earnings at the discretion of the General Meeting	**58,250**
Dividend proposed	-
Balance carried forward to new account of the retained earnings	**58,250**

The Board of Directors proposes to pay a dividend of EUR 0.14 gross per share (repayment from the capital contribution reserve), resulting in a total dividend amount of up to CHFk 2,689. (The CHF amount will be determined by applying the exchange rate at the date of the AGM.)

The total dividend amount payable depends on the number of treasury shares held on the record date as treasury shares are not eligible for dividends.

To the General Meeting of Trifork Holding AG, Feusisberg

Zurich, 28 February 2023
Ernst & Young Ltd

Report of the statutory auditor

Report on the audit of the financial statements

Opinion

We have audited the financial statements of Trifork Holding AG (the Company), which comprise the statement of financial position as at 31 December 2022, the statement of income for the year then ended and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the financial statements (pages 134 to 140) comply with Swiss law and the Company's articles of incorporation.

Basis for opinion

We have audited the financial statements of Trifork Holding AG (the Company), which comprise the statement of financial position as at 31 December 2022, the statement of income for the year then ended and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the financial statements (pages 134 to 140) comply with Swiss law and the Company's articles of incorporation.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the "Auditor's responsibilities for the audit of the financial statements" section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the financial statements.

Valuation of investments

Risk	As of 31 December 2022, investments represented 73% of the Company's total assets and amounted to CHF 81 million. Investments are valued at cost on an individual basis in accordance with the Swiss Code of Obligations. Due to the significance of the carrying amount of the investments and the judgment involved in the assessment of the valuation of certain investments, this matter was considered significant to our audit.
Our audit response	Depending on the Company's valuation approach, we examined the Company's valuation assessment including underlying key assumptions or performed our own calculations. We also assessed the historical accuracy of the Company's estimates and considered its ability to produce accurate long-term forecasts for certain investments. Our audit procedures did not lead to any reservations regarding the valuation of investments.

Other information

The Board of Directors is responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements, the stand-alone financial statements, the remuneration report and our auditor's reports thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Board of Directors' responsibilities for the financial statements

The Board of Directors is responsible for the preparation of the financial statements in accordance with the provisions of Swiss law and the Company's articles of incorporation, and for such internal control as the Board of Directors determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern, and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Swiss law and SA-CH will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on EXPERTsuisse's website at: https://www.expertsuisse.ch/en/audit-report. This description forms an integral part of our report.

Report on other legal and regulatory requirements

In accordance with Art. 728a para. 1 item 3 CO and PS-CH 890, we confirm that an internal control system exists, which has been designed for the preparation of the financial statements according to the instructions of the Board of Directors.

Furthermore, we confirm that the proposed appropriation of available earnings complies with Swiss law and the Company's articles of incorporation. We recommend that the financial statements submitted to you be approved.

Tobias Meyer
Licensed audit expert
(Auditor in Charge)

Nicole Meister
Licensed audit expert

Ratios and Key Figures

The financial highlights have been prepared on the basis of the CFA Society Denmark "Recommendations & Ratios", using the following definitions:

EBITDA margin

$$\frac{\textit{Earnings before financial items, taxes, depreciation and amortization x 100}}{\textit{Revenue}}$$

EBITA margin

$$\frac{\textit{Earnings before financial items, taxes, and amortization x 100}}{\textit{Revenue}}$$

EBIT margin

$$\frac{\textit{Earnings before financial items and taxes x 100}}{\textit{Revenue}}$$

Free cash flow

Cash flow from operations — Capex

Equity ratio

$$\frac{\textit{Equity excl.NCI x 100}}{\textit{Total assets}}$$

Return on equity

$$\frac{\textit{Net income excl.NCI x 100}}{\textit{Average equity excl.NCI}}$$

Basic earnings per share (EPS basic)

$$\frac{\textit{Net income excl.NCI x 100}}{\textit{Average number of shares outstanding}}$$

Diluted earnings per share (EPS diluted)

$$\frac{\textit{Net income excl.NCI x 100}}{\textit{Average number of shares diluted}}$$

Dividend yield

$$\frac{\textit{Dividend x 100}}{\textit{Net income excl.NCI}}$$

Net-debt-to-EBITDA-ratio

$$\frac{\textit{Interest-bearing debt - cash and cash equivalents}}{\textit{Earnings before financial items, taxes, depreciation and amortization}}$$

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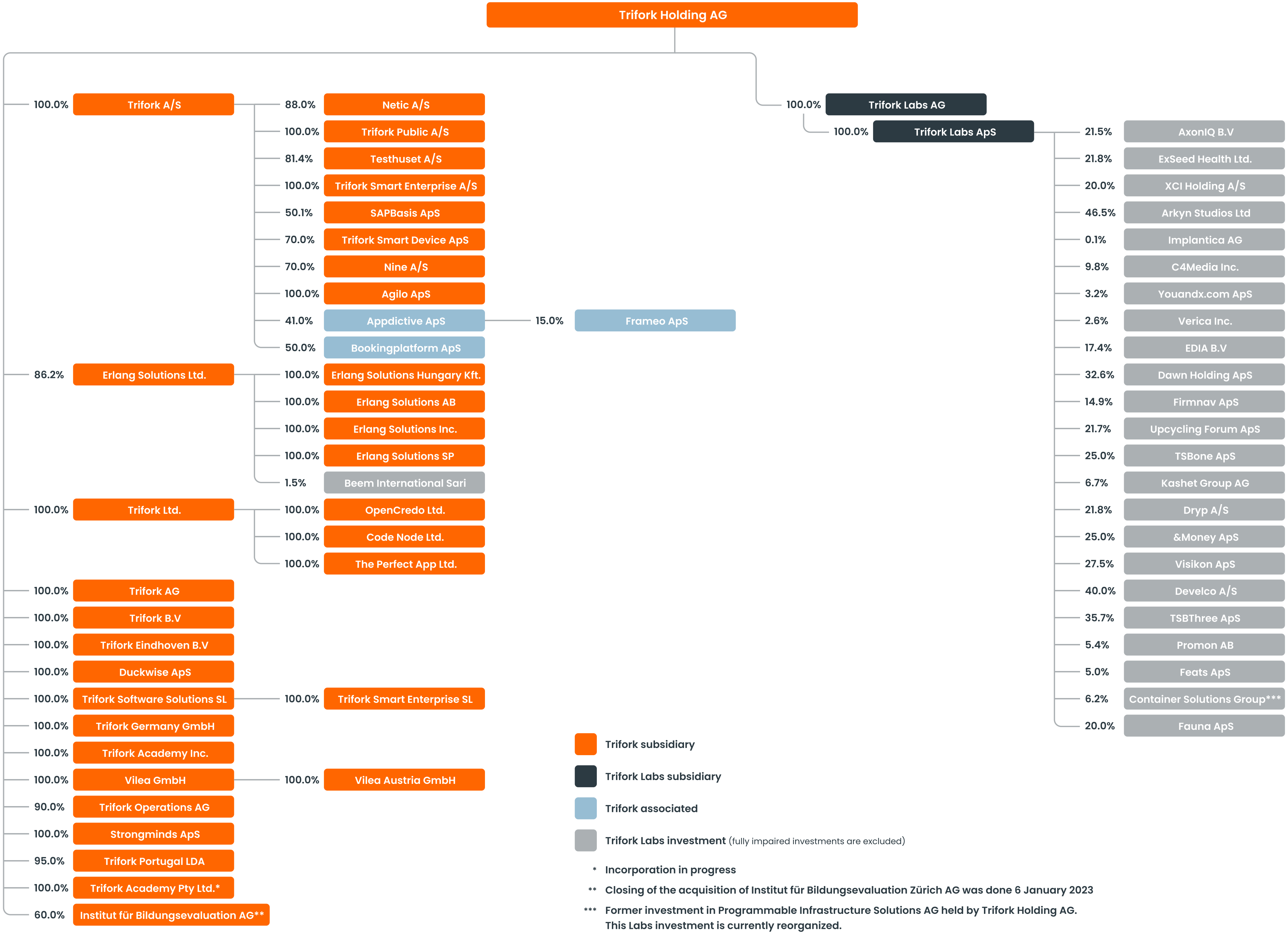
TRIFORK GROUP

Structure

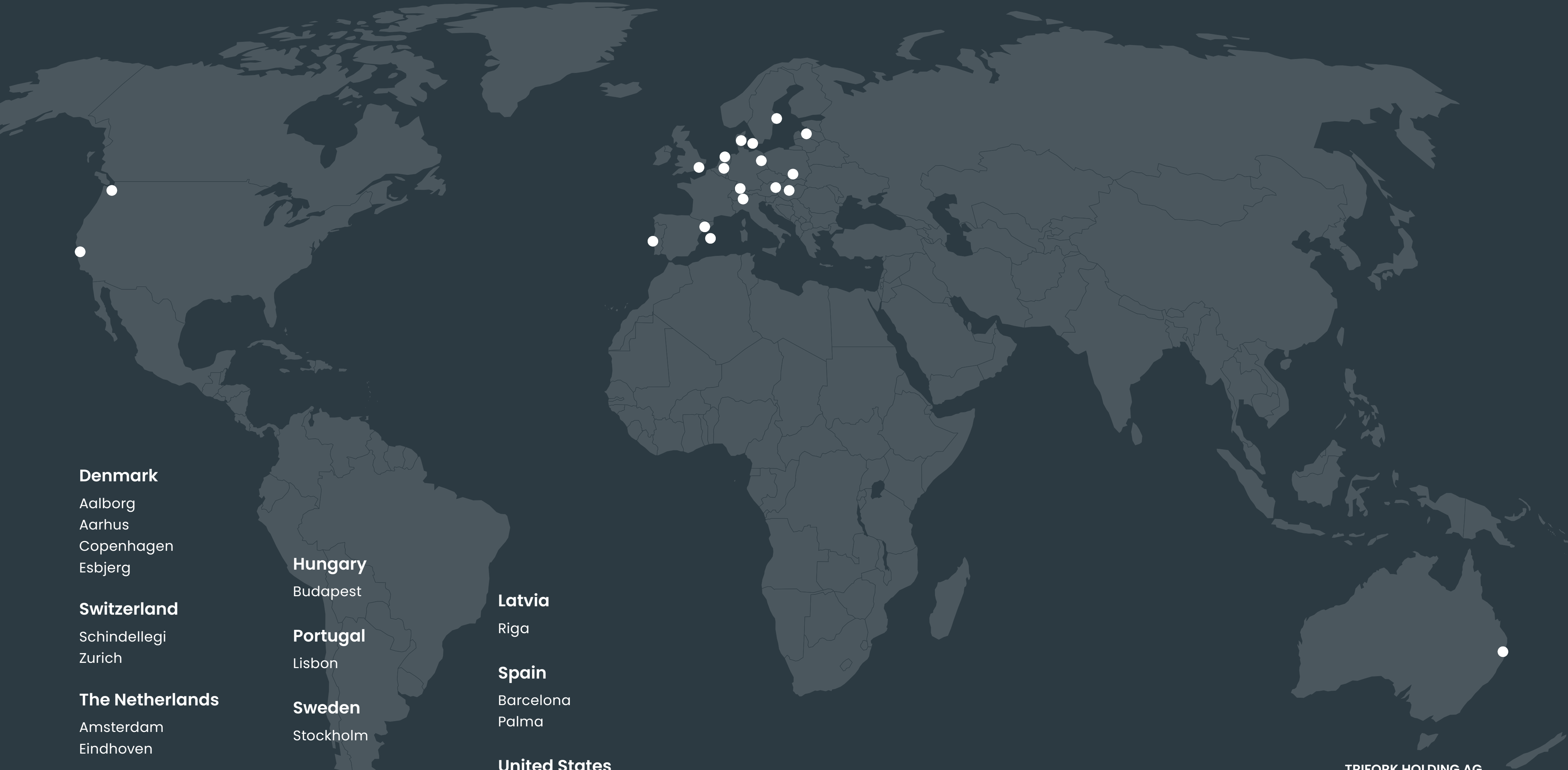


* Incorporation in progress

** Closing of the acquisition of Institut für Bildungsevaluation Zürich AG was done 6 January 2023

*** Former investment in Programmable Infrastructure Solutions AG held by Trifork Holding AG. This Labs investment is currently reorganized.

TRIFORK.
...think software



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Copenhagen
Esbjerg

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Schindellegi
Zurich

The Netherlands
Amsterdam
Eindhoven

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Flensburg

Austria
Vienna

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Budapest

Portugal
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