

IMPORTANT NOTICE

THIS OFFERING CIRCULAR IS AVAILABLE ONLY TO INVESTORS WHO ARE OUTSIDE OF THE UNITED STATES IN ACCORDANCE WITH REGULATION S ("REGULATION S") UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "U.S. SECURITIES ACT") AND, IF INVESTORS ARE RESIDENT IN A MEMBER STATE (A "MEMBER STATE") OF THE EUROPEAN ECONOMIC AREA (THE "EEA"), A QUALIFIED INVESTOR AS DEFINED BY THE PROSPECTUS REGULATION (DEFINED BELOW), IF INVESTORS ARE RESIDENT IN THE UNITED KINGDOM ("THE U.K."), A RELEVANT PERSON (AS DEFINED BELOW) OR IF INVESTORS ARE RESIDENT IN SWITZERLAND A SWISS RELEVANT PERSON (AS DEFINED BELOW).

IMPORTANT: You must read the following disclaimer before continuing. The following disclaimer applies to the attached offering circular (the "Offering Circular") of Trifork Holding AG (the "Issuer") following this notice, and you are therefore advised to read this disclaimer page carefully before reading, accessing or making any other use of the Offering Circular. Recipients of this electronic transmission who intend to purchase the securities described in the Offering Circular are reminded that any purchase may only be made on the basis of the information contained in this Offering Circular and the statement on the results of the offering to be published in connection thereto. In accessing the Offering Circular, you agree to be bound by the following terms and conditions, including any modifications to them from time to time, each time you receive any information from us or Carnegie Investment Bank, filial af Carnegie Investment Bank AB (publ), Sverige, Credit Suisse AG and/or Danske Bank A/S (collectively, the "Joint Global Coordinators") as a result of such access. You acknowledge that the delivery of the Offering Circular is confidential and is solely for your information and intended for you only, and you agree you will not distribute, forward, reproduce (in whole or in part), disclose or publish the Offering Circular to any other person.

IF YOU ARE NOT THE INTENDED RECIPIENT OF THIS ELECTRONIC TRANSMISSION, PLEASE DO NOT DISTRIBUTE OR COPY THE INFORMATION CONTAINED IN THIS ELECTRONIC TRANSMISSION, BUT INSTEAD DELETE AND DESTROY ALL COPIES OF THIS ELECTRONIC TRANSMISSION.

NOTHING IN THIS ELECTRONIC TRANSMISSION CONSTITUTES AN OFFER OF SECURITIES FOR SALE IN ANY JURISDICTION WHERE IT IS UNLAWFUL TO DO SO. THE SECURITIES HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE U.S. SECURITIES ACT OR THE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES, OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OF THE UNITED STATES, AND THE SECURITIES MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED, DIRECTLY OR INDIRECTLY IN, INTO OR WITHIN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS, EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE U.S. SECURITIES ACT AND APPLICABLE STATE AND LOCAL SECURITIES LAWS. THERE WILL BE NO PUBLIC OFFERING OF THE SECURITIES IN THE UNITED STATES OR ANY OTHER JURISDICTION OTHER THAN DENMARK.

THE OFFERING CIRCULAR IS BEING FURNISHED TO YOU SOLELY FOR YOUR INFORMATION AND YOU ARE NOT AUTHORIZED TO, AND YOU MAY NOT, FORWARD, DISTRIBUTE OR DELIVER THE OFFERING CIRCULAR, ELECTRONICALLY OR OTHERWISE, TO ANY OTHER PERSON OR REPRODUCE THE OFFERING CIRCULAR, IN ANY MANNER WHATSOEVER. ANY FORWARDING, DISTRIBUTION, DELIVERY OR REPRODUCTION OF THE ATTACHED OFFERING CIRCULAR, IN WHOLE OR IN PART, IS UNAUTHORIZED. FAILURE TO COMPLY WITH THIS DIRECTIVE MAY RESULT IN A VIOLATION OF THE U.S. SECURITIES ACT OR THE APPLICABLE LAWS OF OTHER JURISDICTIONS. IF YOU HAVE GAINED ACCESS TO THIS TRANSMISSION CONTRARY TO THE FOREGOING RESTRICTIONS, YOU ARE NOT AUTHORIZED AND WILL BE UNABLE TO PURCHASE ANY OF THE SECURITIES DESCRIBED IN THE OFFERING CIRCULAR.

In the United Kingdom, the Offering Circular is for distribution only to persons who are "qualified investors" or otherwise in circumstances which do not require publication by the Company of a prospectus pursuant to section 85(1) of the UK Financial Services and Markets Act 2000 (the "FSMA"). Any investment or investment activity to which the Offering Circular relates is available only to, and will be engaged in only with persons who: (i) have professional experience in matters relating to investments who are investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "FSMA Order"); (ii) are high net worth bodies corporate, unincorporated associations and partnerships, as well as the trustees of high value trusts falling within Article 49(2)(a) to (d) of the FSMA Order; (iii) persons who are outside of the United Kingdom; or (iv) are other persons to whom an

invitation or inducement to engage in such investment or investment activity (within the meaning of section 21 of the FSMA) in connection with the issue or sale of any securities may otherwise lawfully be communicated or cause to be communicated (all such persons being together referred to as “relevant persons”). This Offering Circular is directed only at relevant persons and must not be acted or relied upon by persons who are not relevant persons. Any investment or investment activity to which the Offering Circular relates is available only to relevant persons and will be engaged in only with relevant persons.

In Switzerland, the Offering Circular is for distribution only to persons who are “professional clients” within the meaning of the Swiss Financial Service Act (“FinSA”). Any investment or investment activity to which the Offering Circular relates is available only to, and will be engaged in only with professional clients. The Offering Circular is directed only at Swiss Relevant Persons (as defined below) and must not be acted or relied upon by persons who are not Swiss Relevant Persons.

PROHIBITION OF SALES TO EEA (OTHER THAN DENMARK) INVESTORS

In relation to each Member State of the EEA (other than Denmark) (each a “Relevant State”), no securities have been offered or will be offered pursuant to the Offering (as defined below) to the public in that Relevant State prior to the publication of a prospectus which has been approved by the competent authority in that Relevant State or, where appropriate, approved in another Relevant State and notified to the competent authority in that Relevant State, all in accordance with the Prospectus Regulation (as defined below), except that it may make an offer to the public in that Relevant State of any securities at any time under the following exemptions under the Prospectus Regulation:

- a) to any legal entity that is a qualified investor as defined under the Prospectus Regulation;
- b) to fewer than 150 natural or legal persons (other than qualified investors as defined under the Prospectus Regulation), as permitted under the Prospectus Regulation, subject to obtaining the prior consent of the Joint Global Coordinators for any such offer; or
- c) in any other circumstances falling within Article 1(4) of the Prospectus Regulation,

provided that no such offer of securities shall require the Company or any Joint Global Coordinators to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the Prospectus Regulation.

For the purposes of this provision, the expression an “offer to the public” in any Relevant State means the communication in any form and by any means of sufficient information on the terms of the offer and any securities to be offered so as to enable an investor to decide to purchase any securities, and the expression “Prospectus Regulation” means Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017.

The above selling restriction is in addition to any other selling restrictions set out herein.

PROHIBITION OF SALES TO UK INVESTORS

This Offering Circular has been prepared on the basis that any offer or sale of the securities pursuant to the Offering are only being made to persons in the United Kingdom who are “qualified investors” or otherwise in circumstances which do not require publication by the Company of a prospectus pursuant to section 85(1) of the FSMA. This Offering Circular is only being distributed to, and is only directed at, any investment or investment activity to which the Offering Circular relates that is available only to, and will be engaged in only with persons who, (i) have professional experience in matters relating to investments who are investment professionals falling within Article 19(5) of the FSMA Order; (ii) are high net worth bodies corporate, unincorporated associations and partnerships, as well as the trustees of high value trusts falling within Article 49(2)(a) to (d) of the FSMA Order; (iii) are outside the United Kingdom or; (iv) are other persons to whom an invitation or inducement to engage in such investment or investment activity (within the meaning of section 21 of the FSMA) in connection with the issue or sale of any securities may otherwise lawfully be communicated or cause to be communicated (all such persons being together referred to as “relevant persons”). This Offering Circular and its contents are confidential and should not be distributed, published or reproduced (in whole or in part) or disclosed by recipients to any other person in the United Kingdom. Persons who are not relevant persons should not take any action on the basis of the Offering Circular and should not act or rely on it.

The securities have not been, and will not be, offered to the public in the United Kingdom, except that the securities may be offered to the public in the United Kingdom at any time:

- (a) to any legal entity which is a qualified investor as defined under Article 2 of the UK Prospectus Regulation;
- (b) to fewer than 150 natural or legal persons (other than qualified investors as defined under Article 2 of the UK Prospectus Regulation), subject to obtaining the prior consent of the Joint Global Coordinators for any such offer; or
- (c) in any other circumstances falling within Section 86 of the FSMA, provided that no such offer of the securities shall require the Issuer or any Manager to publish a prospectus pursuant to Section 85 of the FSMA or supplement a prospectus pursuant to Article 23 of the UK Prospectus Regulation.

For the purposes of this provision, the expression an “offer to the public” in relation to the securities in the United Kingdom means the communication in any form and by any means of sufficient information on the terms of the offer and any securities to be offered so as to enable an investor to decide to purchase or subscribe for any securities and the expression “UK Prospectus Regulation” means the Prospectus Regulation as it forms part of domestic law in the United Kingdom by virtue of the European Union (Withdrawal) Act 2018.

Each Joint Global Coordinator has represented and agreed that:

- (a) it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the FSMA) received by it in connection with the issue or sale of the securities in circumstances in which Section 21(1) of the FSMA does not apply to the Company; and
- (b) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to the securities in, from or otherwise involving the United Kingdom.

PROHIBITION OF SALES TO SWISS INVESTORS

This Offering Circular has been prepared on the basis that any offer or sale of the securities pursuant to the Offering are only being made to persons in Switzerland who are “professional clients” or otherwise in circumstances which do not require publication by the Company of a prospectus pursuant to Art. 35 of the FinSA. The securities have not been, and will not be, offered to the public in Switzerland. This Offering Circular is only being distributed to, and is only directed at, any investment or investment activity to which the Offering Circular relates that is available only to, and will be engaged in only with (a) financial intermediaries as defined in the Banking Act of 8 November 1934, the Financial Institutions Act of 15 June 2018 and the CISA, (b) insurance companies as defined in the ISA, (c) foreign clients subject to prudential supervision as the persons listed under a and b above, (d) central banks, (e) public entities with professional treasury operations, (f) occupational pension schemes with professional treasury operations and other occupational pension institutions providing professional treasury operations, (g) companies with professional treasury operations, (h) large companies (companies which exceed two of the following parameters: balance sheet total of CHF 20 million, turnover of CHF 40 million, equity of CHF 2 million), (i) private investment structures with professional treasury operations created for high-net-worth retail clients, (l) high-net-worth retail clients and private investment structures created for them within the meaning of section 5 of the FinSA, which declare that they wish to be treated as professional clients (Opting-out), or (m) other persons to whom such investment or investment activity may lawfully be made available (together such persons being “Swiss Relevant Persons”).

This Offering Circular and its contents are confidential and should not be distributed, published or reproduced (in whole or in part) or disclosed by recipients to any other person in the Switzerland. Persons who are not Swiss Relevant Persons should not take any action on the basis of the Offering Circular and should not act or rely on it.

PRODUCT GOVERNANCE/PROFESSIONAL INVESTORS AND ECPS ONLY TARGET MARKET

EEA PRODUCT GOVERNANCE—Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended (“MiFID II”); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the “MiFID II Product Governance Requirements”), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any “manufacturer” (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the securities that are the subject of the Offering have been subject to a product approval process, which has determined that such

securities are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the “Target Market Assessment”).

Notwithstanding the Target Market Assessment, distributors should note that: the price of the securities that are the subject of the Offering may decline and investors could lose all or part of their investment; such securities offer no guaranteed income and no capital protection; and an investment in such securities is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Offering. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Joint Global Coordinators will only procure investors who meet the criteria of professional clients and eligible counterparties (except for a public offering to investors in Denmark conducted pursuant to a separate prospectus that has been approved by and registered with the Danish Financial Supervisory Authority (the “Danish FSA”).

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to, the securities that are the subject of the Offering.

Each distributor is responsible for undertaking its own target market assessment in respect of the securities that are the subject of the Offering and determining appropriate distribution channels.

Confirmation of Your Representation: By accessing the Offering Circular, you will be deemed to have represented to us and each of the Joint Global Coordinators that: (1) you have understood and agree to the terms set out herein; (2) you and any customers you represent are acting on behalf of, or are, an institutional investor that is outside the United States and that the e-mail address to which, pursuant to your request, the Offering Circular has been delivered by electronic transmission is utilized by a person not located in the United States; (3) if you are located in the United Kingdom, you and any customers you represent are relevant persons; (4) if you are located in a EEA country (other than Denmark) or the United Kingdom, you and any customers you represent must not be a retail investor and are a qualified investor; (5) the securities acquired in the offer have not been acquired on a non-discretionary basis on behalf of, nor have they been acquired with a view to their offer or resale to, any person in circumstances which may give rise to an offer of any securities to the public; (6) if you are outside the United States, the United Kingdom and a member state of the EEA (and the e-mail addresses that you gave us and to which this document has been delivered are not located in such jurisdictions) you are a person into whose possession this document may lawfully be delivered in accordance with the laws of the jurisdiction in which you are located; and (7) you are a person to whom the Offering Circular may be delivered in accordance with the restrictions set out in “*Notice to Investors*” in the Offering Circular.

The Offering Circular has been sent to you in an electronic form. You are reminded that documents transmitted via this medium may be altered or changed during the process of transmission and, consequently, none of the Joint Global Coordinators, any person who controls any Joint Global Coordinator, the Issuer or any of its subsidiaries and affiliates, nor any director, officer, employer, employee or agent of theirs, or affiliate of any such person, accepts any liability or responsibility whatsoever in respect of any difference between the Offering Circular distributed to you in electronic format and any hard copy or electronic version that is provided to you at a later date or which will be made available to you upon request from us or the Joint Global Coordinators. By accessing the Offering Circular, you consent to its delivery in electronic form (and any amendments or supplements thereto by electronic transmission).

You are reminded that the attached Offering Circular has been delivered to you on the basis that you are a person into whose possession this Offering Circular may be lawfully delivered in accordance with the laws of the jurisdiction in which you are located and you may not nor are you authorized to deliver the Offering Circular to any other person. You may not transmit the Offering Circular (or any copy of it or part thereof) or disclose, whether orally or in writing, any of its contents to any other person except with the consent of the Joint Global Coordinators. If you receive this document by e-mail, you should not reply by e-mail to this communication. Any reply e-mail communications, including those you generate by using the “Reply” function on your e-mail software, will be ignored or rejected. If you receive this document by e-mail, your use of this electronic transmission is at your own risk and it is your responsibility to take precautions to ensure that it is

free from viruses and other items of a destructive nature. You are responsible for protecting against viruses and other destructive items.

The materials relating to the offering of the securities described in the Offering Circular (the “Offering”) do not constitute, and may not be used in connection with, an offer or solicitation in any place where offers or solicitations are not permitted by law. If a jurisdiction requires that the Offering be made by a licensed broker or dealer and the Joint Global Coordinators or any affiliate of the Joint Global Coordinators are licensed brokers or dealers in that jurisdiction, the Offering shall be deemed to be made by the Joint Global Coordinators or such affiliate on behalf of the Issuer and the Selling Shareholders (as defined in the Offering Circular) in such jurisdiction.

Access has been limited so that it will not constitute a general solicitation.

No action has been or will be taken in any jurisdiction by us or any of the Joint Global Coordinators that would, or is intended to, permit a public offering of the securities described in the Offering Circular, or possession or distribution of a prospectus (in preliminary, proof or final form) or any other offering or publicity material relating to those securities, in any country or jurisdiction where action for that purpose is required.

The Joint Global Coordinators are acting exclusively for the Issuer and the Issuer’s shareholders selling securities pursuant to the Offering and no one else in connection with the Offering. They will not regard any other person (whether or not a recipient of this document) as their client in relation to the offer and will not be responsible to anyone other than the Issuer for providing the protections afforded to their clients nor for giving advice in relation to the offer or any transaction or arrangement referred to herein.



Trifork Holding AG

Offering of 7,105,880 ordinary shares

(a stock corporation incorporated in Switzerland under company registration no. CHE-474.101.854)

This document (the “Offering Circular”) relates to the initial public offering (the “Offering”) of 7,105,880 ordinary shares, each with a nominal value of CHF 0.10, in Trifork Holding AG (the “Company”) and together with its consolidated subsidiaries, the “Group”). The Company is offering 940,233 new ordinary shares (the “New Offer Shares”) and 6,165,647 existing shares (the “Existing Offer Shares”, and together with the New Offer Shares, the “Offer Shares”) are being offered by the Selling Shareholders (as defined below). The Existing Offer Shares are being offered by Jørn Larsen, Kresten Krab Thorup Holding ApS, GRO Holding I ApS (jointly referred to as the “Significant Shareholders”) and certain other shareholders in the Company (referred to as the “Other Selling Shareholders”) and together with the Significant Shareholders jointly referred to as the “Selling Shareholders”).

The Offering consists of (i) an initial public offering to retail and institutional investors in Denmark (the “Danish Offering”); (ii) a private placement in the United States to persons who are “qualified institutional buyers” or “QIBs” (as defined in Rule 144A (“Rule 144A”) under the U.S. Securities Act of 1933, as amended (the “U.S. Securities Act”)) in reliance on Rule 144A or pursuant to another available exemption from the registration requirements under the U.S. Securities Act; and (iii) private placements to institutional investors in certain other jurisdictions in the rest of the world (together with the private placement contemplated under (ii) above, the “International Offering”). The Offering outside the United States will be made in compliance with Regulation S under the U.S. Securities Act (“Regulation S”).

Ferd AS, Chr. Augustinus Fabrikker A/S, Danica Pension, Livsforsikringsaktieselskab, Funds managed by I&T Asset Management (Fondsmæglerselskabet Investering & Tryghed A/S) and Spar Nord Bank A/S have in connection with the Offering, subject to certain conditions, undertaken to purchase and/or subscribe for Offer Shares as “Cornerstone Investors” for a total purchase and subscription amount of DKK 600 million, corresponding to approximately 56% of the Offering (excluding the Over-allotment Option, as defined below). The undertakings of the Cornerstone Investors are divided as follows: Ferd AS will invest DKK 270 million, Chr. Augustinus Fabrikker A/S will invest DKK 115 million, Danica Pension, Livsforsikringsaktieselskab will invest DKK 115 million, Funds managed by I&T Asset Management (Fondsmæglerselskabet Investering & Tryghed A/S) will invest DKK 50 million and Spar Nord Bank A/S will invest DKK 50 million.

The Selling Shareholders have granted the Joint Global Coordinators (as defined herein) an option (the “Over-allotment Option”) to purchase up to 1,065,882 Shares (as defined below) in the aggregate at the Offer Price (as defined below) (the “Option Shares”), exercisable, in whole or in part, from the date of Admission (as defined herein) until 30 calendar days thereafter, solely to cover over-allotments or short positions, if any, incurred in connection with the Offering. The number of Option Shares may not exceed 15% of the Offer Shares (other than Option Shares) and will accordingly be up to 1,065,882 Shares of nominally CHF 0.10. The final number of Option Shares will be adjusted if less than the maximum number of Offer Shares are subscribed for or purchased in the Offering, such that the number of Option Shares will not exceed 15% of the final number of Offer Shares.

Prior to the Offering, certain employees of the Group have undertaken to purchase and/or subscribe for Shares in the Company at the Offer Price up to a certain fixed investment amount for each eligible person. 223,083 of the Existing Offer Shares are reserved for purchase by the Company and expected to be sold to certain employees of the Group following the Offering. See “The Offering—The Offering”.

As used herein, “Shares” shall refer to all outstanding shares of the Company at any given time. If the Over-allotment Option is exercised, the term “Offer Shares” shall also include any Option Share.

Prospective investors are advised to examine all the risks and legal requirements described in this Offering Circular that might be relevant in connection with an investment in the Offer Shares. Investing in the Offer Shares involves a high degree of risk. See “Risk Factors” for a discussion of certain risks that prospective investors should consider before investing in the Offer Shares.

OFFER PRICE: DKK 150 PER OFFER SHARE

The offer price at which the Offer Shares and, if the Over-allotment Option is exercised, the Option Shares will be sold, is DKK 150 per share (the “Offer Price”). The results of the Offering are expected to be announced through Nasdaq Copenhagen A/S (“Nasdaq Copenhagen”) no later than 7:30 a.m. (CEST) on 1 June 2021.

The offer period (the “Offer Period”) will commence on 17 May 2021 and will close no later than 31 May 2021 at 2:00 p.m. (CEST). The Offer Period may be closed prior to 31 May 2021; however, the Offer Period will not be closed in whole or in part before 26 May 2021 at 00:01 a.m. (CEST). The Offer Period in respect of applications for purchases of amounts up to, and including, DKK 3 million may be closed before the remainder of the Offering is closed. If the Offering is closed before 31 May 2021, the first day of trading may be moved forward accordingly. Any such early closing, in whole or in part, will be announced through Nasdaq Copenhagen and may only take place by agreement with Nasdaq Copenhagen.

Payment for and settlement of the Offer Shares are expected to take place on or around 3 June 2021 (the “Settlement Date”) by way of delivery of temporary purchase certificates under the temporary ISIN CH1113156488 (the “Temporary Purchase Certificates”) against payment in immediately available funds in DKK in book-entry form to investors’ accounts with VP SECURITIES A/S (“VP Securities”) and through the facilities of Euroclear Bank S.A./N.V., as operator of the Euroclear System (“Euroclear”) and Clearstream Banking, S.A. (“Clearstream”). Subject to completion of the Offering and registration of the New Offer Shares with the commercial register of the Canton of Schwyz, Switzerland, the Temporary Purchase Certificates will automatically be exchanged in VP Securities for a corresponding number of Shares, which are expected to be delivered two business days after the Settlement Date under the permanent ISIN CH1111227810 in book-entry form to the holder of the Temporary Purchase Certificates’ account with VP Securities and through the facilities of Euroclear and Clearstream. If the Offering is closed before 31 May 2021 (i.e. the closing of the Offer Period), the delivery of Temporary Purchase Certificates, the automatic exchange of Temporary Purchase Certificates for Shares and the first day of trading and official listing of the Shares on Nasdaq Copenhagen may be moved forward accordingly. The Offering may be withdrawn after Admission and until settlement of the Offering. All dealings in the Temporary Purchase Certificates and/or the Offer Shares prior to settlement of the Offering will be for the account of, and at the sole risk of, the parties involved. Registration of the New Offer Shares issued by the Company with the commercial register of the Canton of Schwyz is expected to take place no later than 3 June 2021.

Prior to the Offering, there has been no public market for the Temporary Purchase Certificates or the Shares. Application has been made for the Temporary Purchase Certificates to be admitted to trading on Nasdaq Copenhagen (the “Admission”) under the symbol “TRIFOR TEMP” and for the Shares to be admitted to trading and official listing on Nasdaq Copenhagen under the symbol “TRIFOR”. The Admission is subject to, among other things, Nasdaq Copenhagen’s approval of the distribution of the Offer Shares, the Offering not being withdrawn prior to the settlement of the Offering (including registration of the capital increase with respect to the New Offer Shares with the commercial register of the Canton of Schwyz, Switzerland) and the Company making an announcement to that effect. Trading in the Temporary Purchase Certificates will be conditional until specific conditions are met. The first day of trading of the Temporary Purchase Certificates on Nasdaq Copenhagen is expected to be 1 June 2021 and the last day of trading of the Temporary Purchase Certificates on Nasdaq Copenhagen is expected to be 3 June 2021. The first day of trading and official listing of the Shares on Nasdaq Copenhagen under the permanent ISIN is expected to be 4 June 2021. In connection with the Temporary Purchase Certificates being automatically exchanged for Shares, the Temporary Purchase Certificates will cease to exist.

This document has been prepared under Danish law in compliance with the requirements set out in the Danish Consolidated Act no. 1767 of 27 November 2020 on Capital Markets, as amended (the “Danish Capital Markets Act”), Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017, as amended (the “Prospectus Regulation”), Commission Delegated Regulation (EU) 2019/980 of 14 March 2019, as amended, as well as Commission Delegated Regulation (EU) 2019/979 of 14 March 2019, as amended. This document does not constitute an offer to sell or the solicitation of an offer to subscribe for or buy any of the Offer Shares in any jurisdiction to any person to whom it would be unlawful to make such an offer in such a jurisdiction.

The Offer Shares have not been and will not be registered under the U.S. Securities Act and are being offered and sold (i) in the United States only to persons who are reasonably believed to be QIBs in reliance on Rule 144A under the U.S. Securities Act or pursuant to another available exemption from the registration requirements of the U.S. Securities Act; and (ii) outside the United States in compliance with Regulation S. Prospective investors are hereby notified that sellers of the Offer Shares may be relying on the exemption from the registration requirements of Section 5 of the U.S. Securities Act provided by Rule 144A. For certain restrictions on transfer of the Offer Shares, see “Transfer Restrictions”. The distribution of this document and the offer of the Offer Shares in certain jurisdictions are restricted by law. Persons into whose possession this document comes are required by the Company and the Joint Global Coordinators (as defined herein) to inform themselves about and to observe such restrictions. For a description of certain restrictions on offers of Offer Shares and on distribution of this document, see “Selling Restrictions”.

Joint Global Coordinators and Joint Bookrunners

Carnegie

Credit Suisse

Danske Bank

The date of this Offering Circular is 17 May 2021

IMPORTANT NOTICE RELATING TO THE OFFERING CIRCULAR

In this Offering Circular, the “**Company**” refers to Trifork Holding AG registered under company registration no. CHE-474.101.854. The “**Group**” or “**Trifork**” refers to Trifork Holding AG together with its direct and indirect consolidated subsidiaries.

No representation or warranty, express or implied, is made by Carnegie Investment Bank, filial af Carnegie Investment Bank AB (publ), Sverige, Credit Suisse AG and/or Danske Bank A/S (together, the “**Joint Global Coordinators**” when acting as joint global coordinators and the “**Joint Bookrunners**” when acting as joint bookrunners), as to the accuracy or completeness of any information contained in this Offering Circular.

The information in this Offering Circular is as of the date printed on the front of the cover, unless expressly stated otherwise. The delivery of this Offering Circular at any time does not imply that there has been no change in the Group’s business or affairs since the date of this Offering Circular or that the information contained herein is correct as of any time subsequent to the date of this Offering Circular. In the event of a significant new factor, material mistake or material inaccuracy relating to the information in this Offering Circular that may affect the assessment of the Offer Shares during the period from the date of this Offering Circular to the first day Admission, such change will be announced to the extent required pursuant to the rules of the Prospectus Regulation, *inter alia*, which governs the publication of prospectus supplements.

In connection with the Offering, the Company has prepared two versions of this offering document: (i) a prospectus for purposes of the Danish Offering and the international private placements outside of the United States (the “**Prospectus**”) and (ii) an offering circular in connection with the private placement in the United States (the “**U.S. Offering Circular**” and, together with the Prospectus, the “**Offering Circular**”). The Offering Circular has been prepared in compliance with the standards and requirements of Danish law and approved by the Danish FSA as competent authority under the Prospectus Regulation as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. The Prospectus and the U.S. Offering Circular are equivalent, except that the Prospectus includes an application form for the Danish Offering. In the event of any other discrepancy between the U.S. Offering Circular and the Prospectus, the Prospectus shall prevail. The U.S. Offering Circular shall be the prevailing version for any private placement in the United States as contemplated herein.

NOTICE TO INVESTORS

In making an investment decision, investors must rely on their own assessment of the Company and the terms of this Offering, as described in this Offering Circular, including the merits and risks involved. Any subscription for or purchase of Offer Shares should be based on the assessments of the information in the Offering Circular that the investor in question may deem necessary, including the legal basis and consequences of the Offering, and including possible tax consequences that may apply, before deciding whether or not to invest in the Offer Shares.

No person has been authorized to give any information or make any representation not contained in this Offering Circular and, if given or made, such information or representation must not be relied upon as having been authorized by the Joint Global Coordinators, the Shareholders or the Company. Neither the Company, the Joint Global Coordinators nor the Selling Shareholders accept any liability for any such information or representation.

The distribution of this Offering Circular and the offer or sale of the Offer Shares in certain jurisdictions are restricted by law. By subscribing for or purchasing Offer Shares, investors will be deemed to have made certain acknowledgements, representations and agreements as described in this Offering Circular. Prospective investors should be aware that they may be required to bear the financial risks of any such investment for an indefinite period of time.

The Offering will be completed under Danish law and neither the Joint Global Coordinators, the Selling Shareholders nor the Company have taken any action or will take any action in any jurisdiction with the exception of Denmark that may result in a public offering of the Offer Shares. Persons into whose possession this Offering Circular may come are required by the Joint Global Coordinators, the Selling Shareholders and the Company to inform themselves about and to observe such restrictions. This Offering Circular may not be used for, or in connection with, any offer to, or solicitation by, anyone in any jurisdiction or under any circumstances in which such offer or solicitation is not authorized or is unlawful. For further information with regard to restrictions on offers and sales of the Offer Shares and the distribution of this Offering Circular, see “*Selling Restrictions*”. This Offering Circular does not constitute an offer to sell or a solicitation of an offer to buy any of the Offer Shares in any jurisdiction to any person to whom it would be unlawful to make such an

offer. This Offering Circular may not be forwarded, reproduced or in any other way redistributed by anyone but the Joint Global Coordinators and the Company. Investors may not reproduce or distribute this Offering Circular, in whole or in part, and investors may not disclose the content of this Offering Circular or use any information herein for any purpose other than considering subscribing for or the purchase of Offer Shares. Investors agree to the foregoing by accepting delivery of this Offering Circular.

The Joint Global Coordinators are acting for the Company and no one else in relation to the Offering and admission to trading and official listing of the Temporary Purchase Certificates and the Shares on Nasdaq Copenhagen. The Joint Global Coordinators will not be responsible to anyone other than the Company for providing the protections afforded to clients of the Joint Global Coordinators or Shareholders, or for providing advice in relation to the Offering and admission to trading and official listing of the Temporary Purchase Certificates and the Shares on Nasdaq Copenhagen.

Notice to Investors in the United States

The Offer Shares have not been recommended by any U.S. federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of this Offering Circular. Any representation to the contrary is a criminal offence in the United States.

The Offer Shares have not been and will not be registered under the U.S. Securities Act and are being offered and sold (i) in the United States only to persons who are reasonably believed to be QIBs in reliance on Rule 144A or another available exemption from the registration requirements of the U.S. Securities Act; and (ii) outside the United States in compliance with Regulation S. Prospective investors are hereby notified that sellers of the Offer Shares may be relying on the exemption from the registration requirements of Section 5 of the U.S. Securities Act provided by Rule 144A. For certain restrictions on transfer of the Offer Shares, see “*Transfer Restrictions*”.

In the United States, this Offering Circular is being furnished on a confidential basis solely for the purpose of enabling a prospective investor to consider purchasing the particular securities described herein. The information contained in this Offering Circular has been provided by the Company and other sources identified herein. Distribution of this Offering Circular to any person other than the offeree specified by the Joint Global Coordinators or their representatives, and those persons, if any, retained to advise such offeree with respect thereto, is unauthorized, and any disclosure of its contents, without the Company’s prior written consent, is prohibited. Any reproduction or distribution of this Offering Circular in the United States, in whole or in part, and any disclosure of its contents to any other person, is prohibited. This Offering Circular is personal to each offeree and does not constitute an offer to any other person or to the public generally to subscribe for, or otherwise acquire, the Offer Shares.

European Economic Area Restrictions

In any member state of the European Economic Area (“EEA”) other than Denmark (each a “**Relevant Member State**”), this Offering Circular is only addressed to, and is only directed at, investors in that Relevant Member State who fulfil the criteria for exemption from the obligation to publish a prospectus, including qualified investors, within the meaning of the Prospectus Regulation.

This Offering Circular has been prepared on the basis that all offers of Offer Shares, other than the offer contemplated in Denmark, will be made pursuant to an exemption under the Prospectus Regulation from the requirement to produce a prospectus for offers of Offer Shares. Accordingly, any person making or intending to make any offer within the EEA of Offer Shares which is the subject of the placement contemplated in this Offering Circular should only do so in circumstances in which no obligation arises for the Company, the Selling Shareholders or any of the Joint Global Coordinators to produce a prospectus for such offer. Neither the Company, the Selling Shareholders nor the Joint Global Coordinators have authorized, nor do the Company, the Selling Shareholders or the Joint Global Coordinators authorize, the making of any offer of Offer Shares through any financial intermediary, other than offers made by the Joint Global Coordinators on behalf of the Company which constitute the final placement of Offer Shares contemplated in this Offering Circular.

The Offer Shares have not been, and will not be, offered to the public in any Relevant Member State, excluding Denmark. Notwithstanding the foregoing, an offering of the Offer Shares may be made in a Relevant Member State under the following exemptions under the Prospectus Regulation:

- to any qualified investor as defined in the Prospectus Regulation;

- to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Regulation), as permitted under the Prospectus Regulation, subject to obtaining the prior consent of the Joint Global Coordinators for any such offer; or
- in any other circumstances falling within Article 1(4) of the Prospectus Regulation;

provided that no such offer of Offer Shares shall result in a requirement for the publication by the Company, the Selling Shareholders or any Joint Global Coordinator of a prospectus pursuant to Article 3 of the Prospectus Regulation or a supplemental prospectus pursuant to Article 23 of the Prospectus Regulation.

For the purposes of this paragraph, the expression an “offer to the public” in relation to any Offer Shares in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the Offering and the Offer Shares so as to enable an investor to decide to subscribe for or purchase Offer Shares.

Switzerland Restrictions

This Offering Circular does not constitute an offer or solicitation to purchase or invest in the Offer Shares in Switzerland. The Offer Shares may not be publicly offered, directly or indirectly in Switzerland as defined in the Swiss Financial Service Act (“**FinSA**”), except for offerings as made to professional clients within the meaning of the FinSA only. No application has been made for listing of the Offer Shares on a Swiss exchange (or multilateral trading facility and trading venue). Neither this document nor any other offering or marketing material relating to the Offer Shares constitute or fulfil the requirements of a prospectus in accordance with the rules in FinSA or of any Swiss exchange. Neither have such documents been filed with or reviewed by a Review Body licensed by the Swiss Financial Market Supervisory Authority FINMA. Accordingly, no such protection is provided. Neither this document nor any other marketing material relating to the Offer Shares may be publicly distributed or otherwise made publicly available in Switzerland in a manner which would require the publication of a prospectus in Switzerland pursuant to the FinSA.

United Kingdom Restrictions

Any offer or sale of the Offer Shares pursuant to the Offering are only being made to persons in the United Kingdom who are “qualified investors” or otherwise in circumstances which do not require publication by the Company of a prospectus pursuant to section 85(1) of the UK Financial Services and Markets Act 2000 (the “**FSMA**”).

This Offering Circular is only being distributed to, and is only directed at, any investment or investment activity to which the Offering Circular relates that is available only to, and will be engaged in only with persons who, (i) have professional experience in matters relating to investments who are investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “**FSMA Order**”); (ii) are high net worth bodies corporate, unincorporated associations and partnerships, as well as the trustees of high value trusts falling within Article 49(2)(a) to (d) of the FSMA Order; (iii) persons who are outside of the United Kingdom; or (iv) are other persons to whom an invitation or inducement to engage in such investment or investment activity (within the meaning of section 21 of the FSMA) in connection with the issue or sale of any securities may otherwise lawfully be communicated or cause to be communicated (all such persons being together referred to as “**relevant persons**”). This Offering Circular and its contents are confidential and should not be distributed, published or reproduced (in whole or in part) or disclosed by recipients to any other person in the United Kingdom. Persons who are not relevant persons should not take any action on the basis of the Offering Circular and should not act or rely on it.

Information to Distributors

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended (“**MiFID II**”); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the “**MiFID II Product Governance Requirements**”), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any “manufacturer” (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the securities that are the subject of the Offering have been subject to a product approval process, which has determined that the Offer Shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the “**Target Market Assessment**”). Notwithstanding the Target Market Assessment, distributors should note that: the price of the Shares may decline and investors could lose all

or part of their investment; the Shares offer no guaranteed income and no capital protection; and an investment in the Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Offering. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Joint Global Coordinators will only procure investors who meet the criteria of professional clients or eligible counterparties (except for a public offering to investors in Denmark conducted pursuant to a separate prospectus that has been approved by and registered with the Danish Financial Supervisory Authority (the “**Danish FSA**”)).

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to, the Offer Shares.

Each distributor is responsible for undertaking its own target market assessment in respect of the Shares and determining appropriate distribution channels.

Information Regarding Investors’ NPID number or LEI code

In order to participate in the Offering, applicants will need a global identification code according to the MiFID II to be able to carry out securities transactions. Physical persons will need a so-called NPID number (National Personal ID or National Client Identifier) and legal entities will need a so-called LEI code (Legal Entity Identifier) in order to be able to acquire shares in the Offering. Please note that it is the investor’s legal status that determines whether an LEI code or NPID number is required, and that the Joint Global Coordinators may not be able to execute the transaction for the person in question if an LEI code or NPID number (as applicable) is not presented.

NPID number for physical persons: Physical persons will need an NPID number to participate in a financial market transaction, i.e. a global identification code for physical persons. For physical persons with only a Danish citizenship, the NPID number is the ten-digit personal ID (in Danish “*CPR-nummer*”). If the person in question has multiple citizenships or another citizenship than Danish, another relevant NPID number can be used. Investors are encouraged to contact their bank for further information.

LEI code for legal entities: Legal entities will need an LEI code to participate in a financial market transaction. An LEI code must be obtained from an authorized LEI issuer, which can take some time. Investors should obtain an LEI code in time for the application. Legal entities who need to obtain an LEI code can turn to any of the suppliers available on the market. Instructions regarding the global LEI system can be found on www.gleif.org/en/about-lei/how-to-get-an-lei-find-lei-issuing-organizations. The information on this website does not form part of the Offering Circular, is not incorporated by reference into this Offering Circular, and has not been scrutinized or approved by the Danish FSA.

Stabilization

IN CONNECTION WITH THE OFFERING, CARNEGIE, AS THE STABILISING MANAGER, OR ITS AGENTS, ON BEHALF OF THE JOINT GLOBAL COORDINATORS, MAY ENGAGE IN TRANSACTIONS THAT STABILISE, MAINTAIN OR OTHERWISE AFFECT THE PRICE OF THE SHARES FOR UP TO 30 DAYS FROM THE COMMENCEMENT OF TRADING OF THE TEMPORARY PURCHASE CERTIFICATES ON NASDAQ COPENHAGEN. SPECIFICALLY, THE JOINT GLOBAL COORDINATORS MAY OVER-ALLOT OFFER SHARES OR EFFECT TRANSACTIONS WITH A VIEW TO SUPPORTING THE MARKET PRICE OF THE SHARES AT A LEVEL HIGHER THAN THAT WHICH MIGHT OTHERWISE PREVAIL. THE STABILISING MANAGER AND ITS AGENTS ARE NOT REQUIRED TO ENGAGE IN ANY OF THESE ACTIVITIES AND, AS SUCH, THERE IS NO ASSURANCE THAT THESE ACTIVITIES WILL BE UNDERTAKEN. IF UNDERTAKEN, THE STABILISING MANAGER OR ITS AGENTS MAY END ANY OF THESE ACTIVITIES AT ANY TIME AND THEY MUST BE BROUGHT TO AN END AT THE END OF THE 30-DAY PERIOD MENTIONED ABOVE. THE STABILISING MANAGER WILL DISCLOSE INFORMATION ON STABILISATION TRANSACTIONS UNDER THE OFFERING AS REQUIRED BY THE MARKET ABUSE REGULATION (AS DEFINED HEREIN). SEE “*PLAN OF DISTRIBUTION*”.

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2 RESPONSIBILITY STATEMENT

The Company's Responsibility

The Company is responsible for this Offering Circular in accordance with Danish law.

The Company's Statement

We hereby declare, as the persons responsible for this Offering Circular on behalf of the Company, that to the best of our knowledge, the information contained in this Offering Circular is in accordance with the facts and that the Offering Circular makes no omission likely to affect its import.

We furthermore declare that this Offering Circular has been approved by the Danish FSA as competent authority under the Prospectus Regulation. The Danish FSA only approves this Offering Circular as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the Company that is the subject of this Offering Circular. Investors should make their own assessment as to the suitability of investing in the Shares.

Schindellegi, 17 May 2021

On behalf of Trifork Holding AG

The Board of Directors

Julie B. Galbo
Chairperson

Olivier Jaquet
Deputy Chairperson

Casey Rosenthal
Board Member

Maria Hjorth
Board Member

Lars Lunde
Board Member

Julie B. Galbo: Professional board member

Olivier Jaquet: Professional board member

Casey Rosenthal: CEO and Founder of Verica.io

Maria Hjorth: Professional board member

Lars Lunde: Partner of GRO Capital

The Executive Management

Jørn Larsen
CEO

Kristian Wulf-Andersen
CFO

3 SUMMARY

Section A—Introduction and warnings	
Introduction	
Warnings	This summary should be read as an introduction to this Offering Circular. Any decision to invest in the Offer Shares should be based on consideration of the Offering Circular as a whole by the investor. Prospective investors in the Shares could lose all or part of the invested capital. Where a claim relating to the information contained in the Offering Circular is brought before a court, under the national legislation of the European Economic Area member states, the plaintiff investor might have to bear the costs of translating this Offering Circular before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled the summary, including any translation thereof, but only if this summary is misleading, inaccurate or inconsistent when read together with the other parts of the Offering Circular or it does not provide, when read together with the other parts of the Offering Circular, key information in order to aid investors when considering whether to invest in the Offer Shares.
Issuer information	Trifork Holding AG (the “Company” and together with its direct and indirect consolidated subsidiaries, “Trifork” or the “Group”) is the issuer of the Offer Shares in the Offering under this Offering Circular. The Temporary Purchase Certificates will be admitted to trading on Nasdaq Copenhagen under the temporary ISIN CH1113156488 and the Shares will be admitted to trading and official listing on Nasdaq Copenhagen A/S (“Nasdaq Copenhagen”) under the permanent ISIN CH1111227810. The Company’s corporate registration no. is CHE-474.101.854. The Company has the LEI no. 8945004BYZKXPESTBL36. The Nasdaq Copenhagen symbol for the Shares is “TRIFOR”. The address and contact details of the Company are Neuhofstrasse 10, CH-8834 Schindellegi, Switzerland, telephone number +41 44 768 32 32, email investor@trifork.com.
Competent authority	The Offering Circular has been approved on 17 May 2021 by the Danish Financial Supervisory Authority as competent authority under the Prospectus Regulation. The address and other contact details of the Danish Financial Supervisory Authority are Århusgade 110, 2100 Copenhagen Ø, Denmark, telephone number +45 33 55 82 82, email finanstilsynet@ftnet.dk.
Section B—Key information on the issuer	
<i>Who is the issuer of the securities?</i>	The Company is incorporated in Switzerland as a stock corporation (Aktiengesellschaft, AG) under the laws of Switzerland. The Company has no secondary names. The registered domicile of the Company is at Neuhofstrasse 10, CH-8834 Schindellegi, Switzerland. The Company’s corporate registration no. is CHE-474.101.854. The Company has the LEI no. 8945004BYZKXPESTBL36.
Principal activities	The Group is a next-gen IT and business service provider which strives to be at the forefront of technological innovation. The Group inspires and teaches customers about new technological possibilities, builds innovative software solutions and operates and maintains these solutions. Since its inception in 1996, Trifork has been motivated by pushing the boundaries of how new technologies and methods can be applied and developed into novel solutions that can enable its customers to become industry leaders. Trifork’s ability to stay at the forefront of technology and to challenge status quo for customers is captured by Trifork’s distinct go-to-market model. The Group’s operating segments are organized under Trifork and Trifork Labs. Trifork’s go-to-market model consists of three interrelated segments, each of which comprises an operating sub-segment under the Trifork segment for financial reporting purposes. <u>Inspire</u>: Through the Inspire segment, the Group offers discovery and teaching of new technologies across different platforms, forums and collaborations including GOTO

	conferences, book clubs, collaboration with global thought leaders through training as well as accelerate workshops using Design Thinking. Build: Through the Build segment, the Group offers product development services for customers, typically entailing full-featured software solutions using the latest technology presented to customers in the Inspire phase. Development takes place in an agile software development process with frequent customer touch-points and a string of smaller development phases to ensure that development is constantly refined and that all parties involved in the development process are aligned on shared development goals. Run: Through the Run segment, and following the Build phase, the Group provides managed services and continuous development support for its customers as well as cloud operations pursuant to which the Group offers to manage and potentially also host, the customer's private, public or hybrid cloud systems. Customers will typically select one or more of these services depending on their in-house capabilities and preferences. Revenue for the Run sub-segment typically comprises a greater proportion of recurring revenue (revenue derived from licenses and royalties, hosting, operations and support agreements and long-term service and development contracts covering periods greater than twelve months) than in the Build or Inspire sub-segments. The Group delivers its services across three distinct verticals (FinTech, Digital Health and Smart Building) and three megatrend-driven horizontals (Smart Enterprise, Cyber Protection and Cloud Operation) with a focus on its Core Geographies which include Denmark, the Netherlands, the United Kingdom and Switzerland. Business units are grouped into six clusters matching these business areas. In the Trifork Labs segment, the Group founds and invests in new start-ups as a part of the Group's overall research and development strategy.
Major Shareholders	As at the date of this Offering Circular, Jørn Larsen, CEO of the Company, has informed the Company that he owns, directly and indirectly, 23.98% of the share capital and voting rights of the Company, GRO Capital A/S, the manager of GRO Fund I K/S, which is the majority shareholder of GRO Holding I ApS, a Significant Shareholder of the Company, has informed the Company that it owns 20.00% of the share capital and voting rights of the Company and Kresten Krab Thorup has informed the Company that he owns, directly and indirectly, 17.60% of the share capital and voting rights of the Company. Other than these Significant Shareholders, the Company is not aware of any person who, directly or indirectly, owns an interest in the Company's share capital or voting rights that is notifiable under Swiss or Danish law as at the date of this Offering Circular.
Managing directors	The members of the Board of Directors are: Julie Galbo, Chairperson, Olivier Jaquet, Deputy Chairperson, Casey Rosenthal, Maria Hjorth and Lars Lunde. The members of the Executive Management are: Jørn Larsen, CEO and Kristian Wulf-Andersen, CFO.
<i>What is the key financial information regarding the issuer?</i>	The key financial information set forth below, comprises information derived from (i) the audited consolidated financial statements of Trifork Holding AG and its subsidiaries (the Group), which comprise the consolidated statement of financial position as of 31 December 2020, 31 December 2019 and 31 December 2018 and the consolidated statement of income, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the twelve-month period ended 31 December 2020, 31 December 2019 and 31 December 2018, and notes to the consolidated financial statements, including a summary of significant accounting policies (the "Audited Consolidated Financial Statements"), (ii) the unaudited consolidated interim financial statements of Trifork Holding AG and its subsidiaries (the Group), which comprise the consolidated interim statement of financial position as of 31 March 2021 and 31 March 2020, and the consolidated interim income statement, consolidated interim statement of comprehensive income, consolidated interim statement of changes in shareholders' equity, consolidated interim cash flows statement, and notes for the three-month periods ended 31 March 2021 and 31 March 2020 (the "Unaudited Consolidated Interim Financial Statements"), and (iii) the unaudited pro forma financial

	information as of and for the twelve months ended 31 December 2020 (the “Unaudited Pro Forma Financial Information”) to illustrate an effect of the acquisition of Nine A/S on the consolidated income statement by illustrating an effect of the transaction as if it had occurred on 1 January 2020.																																																																																																															
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Statutory auditors	The independent auditors of the Company are Ernst & Young AG. The independent auditors’ reports in the Audited Consolidated Financial Statements were signed by Tobias Meyer, Swiss Certified Accountant, RAB-Nr. 108610, and Andreas Forster, Swiss Certified Accountant, RAB-Nr. 109283.																																																																																																															
What are the key risks that are specific to the issuer?	The risks and uncertainties discussed below are those that the Group currently views as material and specific to the Group, but there can be no assurance that these are the only risks and uncertainties that the Group faces. Additional risks and uncertainties, including risks that are not known to the Group at present or that its management currently deems immaterial or non-specific to the Group, may also arise or become material or specific to the Group in the future, which could, if such risks were to materialize, have a material and adverse effect on the Group’s business, financial conditions, and/or results of operations and lead to a decline in the value of the Offer Shares and a loss of part or all of the prospective investor’s investment.																																																																																																															

	• The Group's success depends on its ability to retain customers and win additional work from new and existing customers. • The Group's results of operations could be negatively affected if it cannot adapt, expand and develop its IT services and develop new products and features in response to changes in technology, customer demand, or market developments, or if competitors adapt, expand or develop their IT services more successfully than the Group. • The Group may not be able to successfully attract, hire, integrate, motivate, train and retain qualified personnel, including its CEO, senior management and employees, and its personnel may not be able to participate on-site due to impediments on the ability to travel as a result of the ongoing Covid-19 pandemic.
Section C—Key information on the securities	
<i>What are the main features of the securities?</i>	The Shares, including the Offer Shares, are not divided into share classes. The Temporary Purchase Certificates will be traded under the temporary ISIN CH1113156488. Upon the automatic exchange of the Temporary Purchase Certificates into Shares, the Shares will be traded on Nasdaq Copenhagen under the permanent ISIN CH1111227810. Subject to completion of the Offering, the Company's registered share capital will increase by a nominal value of CHF 94,023.30 as a result of the issue of the New Offer Shares for a total share capital of nominally CHF 1,974,489.90. The nominal value of each Share is CHF 0.10.
Rights attached to the Offer Shares	All Shares have the same rights and rank <i>pari passu</i> in respect of, <i>inter alia</i> , voting rights, preemption rights, redemption, conversion and restrictions or limitations according to the Articles of Association or eligibility to receive dividends or proceeds in the event of dissolution and liquidation. No Shares carry special rights, restrictions or limitations pursuant to the Company's Articles of Association. Each Share with a nominal value of CHF 0.10 gives the holder the right to one vote at the Company's general meetings, provided the shareholder is registered in the Company's share register.
Restrictions	No restrictions apply to the transferability of the Shares.
Dividend policy	The Company currently intends to retain a significant part of its available financial resources and any earnings generated by the Group's operations for use in its business, primarily to support the Group's organic and acquisitive growth for the long-term benefit of the Group and the Company's shareholders. Accordingly, the Company targets an initial pay-out ratio to the shareholders of approximately 25% of the Group's net income attributable to the Company's shareholders for the year, which may be lowered depending on the funding needs for organic and acquisitive growth.
<i>Where will the securities be traded?</i>	Application has been made for the Temporary Purchase Certificates to be admitted to trading on Nasdaq Copenhagen under the symbol "TRIFOR TEMP" and for the Shares to be admitted to trading and official listing under the symbol "TRIFOR" on Nasdaq Copenhagen. The Admission is subject to, among other things, Nasdaq Copenhagen's approval of the distribution of the Offer Shares, the Offering not being withdrawn prior to the settlement of the Offering, and the Company making an announcement to that effect. Trading on Nasdaq Copenhagen will commence before all such conditions are met and will be suspended if the Offering is not completed. Consequently, all dealings in the Temporary Purchase Certificates and Offer Shares prior to settlement of the Offering, and the Company making an announcement to that effect, will be conditional on the Offering not being withdrawn prior to settlement of the Offering, and the Company making an announcement to that effect, and any such dealings will be for the account of, and at the sole risk of, the parties concerned.

<i>What are the key risks that are specific to the securities?</i>	The key risks that are specific to the Shares are: • Following the Offering, two of the Significant Shareholders will continue to be large shareholders and may control or otherwise influence important actions the Group takes. • The Shares are not currently publicly traded, and their price may be volatile and fluctuate. • The performance of listed companies within the same industry as the Group and general market sentiment related to IT industry may inadvertently influence the price of the Shares, even if the performance of the Group remains unchanged
Section D—Key information on the offering and the admission	
<i>Under which conditions and timetable can I invest in this security?</i>	The Offer Period will commence on 17 May 2021 and will close no later than 31 May 2021 at 2:00 p.m. (CEST). The Offer Period may be closed prior to 31 May 2021; however, the Offer Period will not be closed in whole or in part before 26 May 2021 at 00:01 a.m. (CEST). If the Offer Period is closed before 31 May 2021, the announcement of the allocation, the results of the Offering and the Admission may be moved forward accordingly. The Offer Period in respect of applications for subscriptions or purchases of amounts up to, and including, DKK 3 million may be closed before the remainder of the Offering is closed. Any such earlier closing, in whole or in part, will be announced through Nasdaq Copenhagen. Payment for and settlement of the Offer Shares are expected to take place on 3 June 2021 (the “Settlement Date”) by way of delivery of Temporary Purchase Certificates against payment in immediately available funds in DKK in book-entry form to the investors’ accounts with VP Securities and through the facilities of Euroclear and Clearstream.
Terms and conditions of the Offering	7,105,880 Offer Shares are being offered in connection with the Offering, excluding Shares subject to the Over-allotment Option. The Selling Shareholders are offering in aggregate 6,165,647 Existing Offer Shares, excluding any Shares subject to the Over-allotment Option. The Company is offering 940,233 New Offer Shares. Ferd AS, Chr. Augustinus Fabrikker A/S, Danica Pension, Livsforsikringsaktieselskab, Funds managed by I&T Asset Management (Fondsmæglerselskabet Investering & Tryghed A/S) and Spar Nord Bank A/S have in connection with the Offering, subject to certain conditions, undertaken to purchase and/or subscribe for Offer Shares as Cornerstone Investors for a total purchase and subscription amount of DKK 600 million, corresponding to approximately 56% of the offering (excluding the Over-allotment Option). The commitments undertaken by the Cornerstone Investors are subject to certain conditions, e.g. that the Offer Price does not exceed the Offer Price, the Cornerstone Investors receiving allocations equal to their purchase amounts, and there being no material changes to the information contained in this Offering Circular. Prior to the Offering, certain employees of the Group have undertaken to purchase and/or subscribe for Shares in the Company at the Offer Price up to a certain fixed investment amount for each eligible person. The undertakings are conditional only upon the Offering not being terminated. The delivery of Shares will take place following settlement of the Offering. 223,083 of the Existing Offer Shares are reserved for purchase by the Company and expected to be sold to certain employees of the Group following the Offering. The Selling Shareholders have granted the Joint Global Coordinators an Over-allotment Option to purchase up to 1,065,882 Option Shares at the Offer Price, exercisable, in whole or in part, from the date of Admission until 30 calendar days thereafter, solely to cover over-allotments or short positions, if any, incurred in connection with the Offering, see “Plan of Distribution”. The final number of Option Shares will be adjusted so that it equals 15% of the number of Offer Shares (other than Option Shares), see “Plan of Distribution”.
Admittance to trading	The first day of trading of the Temporary Purchase Certificates on Nasdaq Copenhagen is expected to be 1 June 2021 and the last day of trading of the

	Temporary Purchase Certificates on Nasdaq Copenhagen is expected to be 3 June 2021. The first day of trading in, and official listing of, the Shares, including the Offer Shares, on Nasdaq Copenhagen is expected to be 4 June 2021 under the permanent ISIN CH1111227810. If the Offer Period is closed before 31 May 2021, the Settlement Date, the delivery of Temporary Purchase Certificates, the automatic exchange of Temporary Purchase certificates for Shares and the Admission on Nasdaq Copenhagen may be moved forward accordingly subject to agreement with Nasdaq Copenhagen. In connection with the Temporary Purchase Certificates being automatically exchanged for Shares, the Temporary Purchase Certificates will cease to exist.										
Plan of distribution	Two underwriting agreements, each dated 17 May 2021 (the “Underwriting Agreements”) have been entered into with respect to the Offer Shares between respectively (i) the Company, the Significant Shareholders and the Joint Global Coordinators and (ii) the Other Selling Shareholders and Carnegie. Subject to certain conditions set forth in the Underwriting Agreement, including, among others, approval of the Offering Circular by the Danish FSA and the execution of the certain lock-up undertakings, and the execution of an allocation agreement, the Company and the Selling Shareholders, severally but not jointly, will agree to sell to the purchasers procured by the Joint Global Coordinators or Carnegie, respectively, or, failing such procurement, to the Joint Global Coordinators themselves or Carnegie, respectively; and each of the Joint Global Coordinators, severally but not jointly, will agree to procure purchasers for, or failing such procurement, to purchase from the Company or the Selling Shareholders the percentage of total number of Offer Shares offered listed opposite such Joint Global Coordinator’s name below. <table> <tr> <th><u>Joint Global Coordinators</u></th><th><u>Percentage of Offer Shares</u></th></tr> <tr> <td>Carnegie Investment Bank, Filial af Carnegie Investment Bank AB (publ), Sverige</td><td>40.91%</td></tr> <tr> <td>Credit Suisse AG</td><td>34.09%</td></tr> <tr> <td>Danske Bank A/S</td><td>25.00%</td></tr> <tr> <td>Total</td><td><u>100%</u></td></tr> </table> In the event that the total amount of Shares applied for in the Offering exceeds the number of Offer Shares, reductions will be made as follows: • With respect to applications for amounts of up to and including DKK 3 million, reductions will be made mathematically. • With respect to applications for amounts of more than DKK 3 million, individual allocations will be made. The Joint Global Coordinators will allocate the Offer Shares after agreement of such allocations with the Board of Directors. • 3,999,998 Offer Shares will be reserved for the Cornerstone Investors to purchase and/or subscribe for at the Offer Price in connection with the Offering. • Prior to the Offering, certain employees of the Group have undertaken to purchase and/or subscribe for Shares in the Company at the Offer Price up to a certain fixed investment amount for each eligible person. The undertakings are conditional only upon the Offering not being terminated. The delivery of Shares will take place following settlement of the Offering. 223,083 of the Existing Offer Shares are reserved for purchase by the Company and expected to be sold to certain employees of the Group following the Offering.	<u>Joint Global Coordinators</u>	<u>Percentage of Offer Shares</u>	Carnegie Investment Bank, Filial af Carnegie Investment Bank AB (publ), Sverige	40.91%	Credit Suisse AG	34.09%	Danske Bank A/S	25.00%	Total	<u>100%</u>
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Danske Bank A/S	25.00%										
Total	<u>100%</u>										
Dilution	The existing Shares issued and outstanding prior to the completion of the Offering will be diluted in connection with the Offering by the issuance of 940,233 New Offer Shares in the Offering, corresponding to a nominal value of CHF 94,023.30. The Shares issued and outstanding as of the date of this Offering Circular will represent 95% of the Company’s share capital at the time of the completion of the Offering.										

Estimated expenses	The total expenses in relation to the Offering, including commissions and fees (fixed and discretionary) payable by the Company to the Joint Global Coordinators, other advisor fees and expenses are estimated to be approximately DKK 21 million. None of the Company, the Selling Shareholders or the Joint Global Coordinators will charge expenses to investors. Investors will have to bear customary transaction and handling fees charged by their account-holding banks.
Why is this prospectus being produced?	This Offering Circular has been produced and published in connection with the Offering of new and existing Shares by the Company and the Selling Shareholders and the Admission of the Company's Shares to trading and official listing on Nasdaq Copenhagen. The Offering of the New Offer Shares is intended to contribute to fund the execution of the Group's strategy. In addition, the Offering and Admission will advance the Group's public and commercial profile, and provide the Group with improved access to public capital markets and a diversified base of new shareholders.
Net amounts and use of proceeds	The net proceeds to the Company from the sale of New Offer Shares will be approximately DKK 120 million, after deduction of commissions and estimated expenses payable by the Company in connection with the Offering. The Company will not receive any proceeds from the sale of the Existing Offer Shares or the Option Shares. The net proceeds from the Offering of the New Offer Shares are intended to be used for the purpose of (i) expanding through strategic and tactical acquisitions in the Group's four core geographies, Denmark, the Netherlands, Switzerland and the United Kingdom, (ii) explore opportunistic expansion, including in countries and regions other than the core geographies, (iii) potentially expanding investments in companies in which the Group holds non-controlling interests and (iv) for general corporate purposes
Underwriting agreements	See "<i>—Plan of Distribution</i>" above.
Material conflicts of interest	Certain members of the Company's Board of Directors as well as the Executive Management and the Key Employee are shareholders, directly or indirectly, in the Company or hold economic interests therein and therefore have an interest in the Offering. The Joint Global Coordinators and their respective affiliates are full service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, investment research, principal investment, hedging, financing and brokerage activities related to or issued by the Company, its affiliates or other parties involved in or related to the Offering. Certain of the Joint Global Coordinators and their respective affiliates have from time to time engaged in, and may in the future engage in, commercial banking, investment banking and financial advisory transactions and services in the ordinary course of their business with the Company or the Selling Shareholders or any of the Company's or their respective related parties. With respect to certain of these transactions and services, the sharing of information is generally restricted for reasons of confidentiality, internal procedures or applicable rules and regulations. The Joint Global Coordinators have received and will receive customary fees and commissions for these transactions and services and may come to have interests that may not be aligned or could potentially conflict with potential investors' and the Company's interests. Further, Danica Pension, Livsforsikringsaktieselskab is the sole investor in GRO Fund I K/S, a private equity fund ultimately under management by GRO Capital A/S. GRO Fund I K/S is the majority shareholder of GRO Holding I ApS, a Significant Shareholder of the Company. Danica Pension, Livsforsikringsaktieselskab is a wholly-owned subsidiary of Danske Bank, a Joint Global Coordinator.

4 RISK FACTORS

An investment in the Offer Shares involves a high degree of financial risk. Prospective investors should carefully consider all information in this Offering Circular, including the risks described below, before they decide to invest in the Offer Shares. If any such risks were to materialize, the Group's business, financial condition, and/or results of operations could be materially and adversely affected, which may result in a decline in the value of the Offer Shares and a loss of part or all of the prospective investor's investment. This section addresses certain risks associated with the Group's business and operations, as well as certain risks relating to the Offering and the Offer Shares. With respect to forward-looking statements that involve risks and uncertainties, please see "Special Notice regarding Forward-Looking Statements".

The risks and uncertainties discussed below are those that the Group currently views as material and specific to the Group, but there can be no assurance that these are the only risks and uncertainties that the Group faces. Additional risks and uncertainties, including risks that are not known to the Group at present or that its management currently deems immaterial or non-specific to the Group, may also arise or become material or specific to the Group in the future, which could, if such risks were to materialize, have a material and adverse effect on the Group's business, financial conditions, and/or results of operations and lead to a decline in the value of the Offer Shares and a loss of part or all of the prospective investor's investment. The most material risks, as currently assessed by the Company, taking into account the expected negative impact on the Group and the probability of their occurrence are set out first in each category.

4.1 Risks Relating to the Group's Business and Operations

1. The Group's success depends on its ability to retain customers and win additional work from new and existing customers

The majority of the Group's operating income is derived from contracts with customers and, by extension, the Group must retain customers and win additional work from new and existing customers in order to continue its growth and remain successful. The Group's contracts generally do not give the Group a right to be the exclusive supplier of IT services to its customers. For example, certain of the Group's contracts for advisory services relating to digital services are for specific workorders or have variable pricing based on time and material spent by the Group and typically permit the customer to terminate the agreement on short notice. The Group's infrastructure and application management outsourcing services, as well as services contracts with customers in its Public sector segment, are typically contracted for a period up to four years (sometimes comprised of a two-year fixed term plus a two-year option) and generally require a longer notice period for termination and include an early termination fee to be paid to the Group; however, this fee might not be sufficient to cover the Group's costs or make up for profits lost upon termination of the contract. The Group regularly enters into framework agreements with public customers on the basis of public tender processes and with private customers. Such framework agreements typically relate to systems development and consulting engagements and sets out the overall terms of the engagement, including pricing, payment terms and termination rights (see also "*Business—Material Contracts—General Customer Agreement Set-up*"). Although the Group's framework agreements establish basic negotiated terms and some are even "one vendor contracts" where the full potential spend under the framework agreement is awarded to the Group, the Group's customers often have no financial commitment or minimum spending requirement. Further, customers may make changes to their IT strategy and decide to insource all or a part of their software development and thereby not engage with external consultants or the customers could decide to outsource their software development work to low cost areas. In addition, a customer could choose not to retain the Group for the additional stages of product development, try to renegotiate the terms of its contract or cancel or delay additional planned work. If long-term customers are replaced by new customers on terms that are less favorable to the Group, or new customers do not become long-term customers, customer churn could have a material adverse effect on the Group's business, financial condition and/or results of operations.

In addition to retaining existing customers, the Group's success also depends in large part on its ability to attract additional work from new and existing customers. If the Group's existing customers are not satisfied with the quality of the Group's work or with the types of IT services delivered or otherwise seek to renegotiate their contracts where possible (for example, as part of their internal cost-cutting initiatives), the Group could incur additional costs to address the situation and the profitability of such work might be impaired. In particular, the Group's relationships with existing customers may be affected by organizational changes at the customer. New management of key positions in a customer has in the past led and is likely to lead to strategic changes at customers, which may negatively impact the ability of the Group to attract additional work from such customer. Further, the Group is positioned particularly within the next-gen IT and business service market. Accordingly, the Group's ability to maintain customers and win new customers depends on such customers'

continued or increased demand for next-gen IT and business services, and should such existing or new customers decide to prioritize non-next gen IT spending, it could have a material adverse effect on the Group's business, financial condition and/or results of operations.

Further, the Group is exposed to overall adverse developments in market conditions, including as a result of broader cost-cutting programmes in response to negative market development. For example, during the ongoing Covid-19 pandemic, the Group has had to provide certain temporary discounts early on in the pandemic that had the effect of reducing the Group's revenue in certain sub-segments, particularly in the second quarter of 2020. Further, such temporary discounts had a negative impact on profitability particularly within the Run sub-segment. In addition, the Group has also been affected by customers opting to defer product development activities. The Group has been particularly affected by the Covid-19 pandemic in respect of its Inspire sub-segment as physical GOTO conferences could not be held and prices on virtual conferences were lower than for in-person events. Further, the Group has incurred costs associated with the cancellation of agreements with venues that had been entered into prior to the onset of the pandemic and, in addition, it was exposed to certain fixed costs (for example, fixed rental expense in connection with the Group's CodeNode event space in London) which could not be reduced. There can be no assurance that the Covid-19 pandemic will not continue to affect customers' IT expenditure levels negatively, which could have a material adverse effect on the Group's business, financial condition and/or results of operations. Reductions in IT expenditure levels by customers may result in the reduced demand for the products and services of the Group, or increased pressure on the margins of such products and services, which could reduce the profitability of the Group. Volatile, negative or uncertain macro-economic conditions in the Group's key markets, particularly in Denmark and Northern Europe, are likely to undermine, business confidence and cause customers to reduce or defer their spending on new initiatives and technologies, or may result in customers reducing, delaying or eliminating spending under existing contracts or putting pressure on pricing, which could have a material adverse effect on the Group's business, financial condition and/or results of operations.

In addition, during contract renegotiation, customers might request that the Group increases the quantity of the services supplied at a discounted price. Additionally, customers may also decline to extend contracts or may direct future business to the Group's competitors. In addition, the Company's commercial relationship with new and existing customers may be negatively affected as a result of negative media coverage, including negative media coverage of such customers, material issues having arisen in the course of servicing such customers and other factors, which may be outside the control of the Company. Consequently, the Group's results of operations in subsequent periods could be materially lower than expected, which could have a material adverse effect on the Group's business, financial condition and/or results of operations.

In addition, companies in the industries the Group serves sometimes seek to achieve economies of scale and other synergies by combining, partnering with or acquiring other companies. If one of the Group's current customers merges or consolidates with a company that relies on another provider for the products and services offered by the Group, the Group may lose work from that customer or lose the opportunity to gain additional work if the Group is not successful in generating new opportunities from the merger or consolidation. If any such risks were to materialize, it could have a material adverse effect on the Group's business, financial condition and/or results of operations.

2. The Group's results of operations could be negatively affected if it cannot adapt, expand and develop its IT services and develop new products and features in response to changes in technology, customer demand, or market developments, or if competitors adapt, expand or develop their IT services more successfully than the Group

The market for IT and business services is characterized by intense competition, rapid technological change, frequent new product introductions, technology enhancements, increasingly sophisticated customer requirements and evolving industry standards. The Group's future success depends on its ability to continue to develop, market and implement IT services that are attractive, timely and cost-efficient for its existing and new customers. In particular, the Group's success depends on its ability to evolve its products and services to address the rapidly evolving market for IT and business services. This requires the Group to continue to anticipate and respond to rapid and ongoing changes in technology, industry developments and IT services offerings in order to serve the evolving needs of its customers and successfully develop new solutions or features for its customers. This is ensured, in part, by the Group's efforts to maintain close relations with industry and thought leaders, for example through the GOTO conference concept. The Group's growth strategy focuses on responding to these types of changes by continuing to develop the Group's IT services offerings through innovation, by utilizing new technology to meet customer needs, and by having an agile and decentralized workforce. However, the Group may not be successful in developing new solutions or features or

such new solutions and features may be delayed due to various factors, including external factors outside the control of the Group, including limited access to resources, technical developments, challenges or general development delays. In addition, the Group's competitive advantages derived from the GOTO conference concept may be negatively impacted as a result of the impediments on physical gatherings imposed by public authorities globally as a response to the ongoing Covid-19 pandemic. If the Group does not continue to adapt, expand and develop its offerings in response to changes in technology or customer demand, the Group's ability to remain competitive and continue to grow could be negatively affected, which could have a material adverse effect on the Group's business, financial condition and/or results of operations. Further, competitors may be able to respond faster to changes in underlying and new technology and may have financial capabilities and resources that significantly exceed those of the Group. There can be no assurance that the Group is able to adapt faster than its competitors or divert financial resources at the same level as that of its competitors, and the Group may become less competitive as a result, which could have a material adverse effect on the Group's business, financial condition and/or results of operations.

Technological advancements and industry developments could shift demand to products and services, which may not be offered by the Group or the Group may be less competitive in these new areas or need to make significant investments to meet that demand. In addition, the Group operates in an environment in which there currently are, and the Group expects will continue to be, new entrants. New IT products and services offered by competitors or new entrants may make the Group's offerings less attractive or less competitive, when compared to such alternatives. In particular, technologies offered by the Group may eventually become commoditized and competitors of the Group may be able to build up capabilities within such technologies allowing to offer the same technologies at potentially lower prices than those of the Group, which could impact the competitive situation and profitability of the Group.

If the Group fails to keep up with technological changes or to convince customers of the value of its IT services in light of new market conditions, new technologies or new offerings by competitors, this could have a material adverse effect on the Group's business, financial condition and/or results of operations.

3. The Group may not be able to successfully attract, hire, integrate, motivate, train and retain qualified personnel, including its CEO, senior management and employees, and its personnel may not be able to participate on-site due to impediments on the ability to travel as a result of the ongoing Covid-19 pandemic

The success of the Group's business depends to a significant extent upon its ability to attract, hire, integrate, motivate, train and retain qualified personnel, including its CEO, senior management and employees. The nature of the Group's business entails that the Group employs highly qualified IT professionals. In particular, the Group must attract, train and retain appropriate numbers of highly talented personnel with diverse skills, including project managers, IT engineers and other senior technical personnel, in order to serve customer needs and grow the Group's business. Certain operating subsidiaries, which have been acquired by the Group, are particularly dependent on key individuals, such as founders and senior management in such subsidiaries. Further, the current CEO of the Company founded the Company and has played an integral part in establishing, managing and expanding the Group and its business and building the brand and reputation that the Group enjoys today and the Group has no history of operating without its current CEO. The CEO is considered by the Company as a central figure in driving projects of overall strategic importance to the Group, including with respect to M&A and Trifork Labs, and is considered to be of significant cultural importance to the Group. There can be no assurance that the Group will continue to be able to successfully attract or retain such persons, including the CEO, on commercially favorable terms or at all. If the Group is unable to do so, its ability to drive strategic projects and to develop its business and operations could be negatively impacted.

In addition, the competition for qualified personnel, including senior management and other software professionals, is intense, and the Group may not in the future be able to retain senior management and other software professionals or attract and retain new personnel on commercially favorable terms or at all. It may also be difficult for the Group to find senior management matching the agility and culture of the Group. For example, senior managers of competitors may be used to working in organizations with a higher degree of organizational centralization which does not conform to the Teal organizational model applied by the Group (which is based on a group of individual and largely autonomous business units that share a joint corporate DNA, culture and philosophy). The Group's competitors, and, in some cases, customers may also actively seek to recruit senior management personnel of the Group and other employees and may succeed in such efforts and, even if not successful, such efforts may lead to the Group being subject to increased pressure on wages and employment terms. The Group's competitive advantage may be limited, if the Group is not able to retain its highly specialized personnel. In addition, as part of becoming a publicly listed company, some of the Group's

key personnel may no longer be able to continue to devote a significant amount of time to, and therefore may become less involved in, the daily business, as a result of having to divert attention to increased compliance requirements, internal controls and investor relations efforts. Should such risks materialize, it is likely to have a material adverse effect on the Group's business, financial condition and/or results of operations. In addition, customer demand may result in the Group having to increase its hiring in markets which are susceptible to wage inflation as a result of competition for personnel with the highly qualified skill sets that the business of the Group requires. This could impact the margins and reduce the profitability of the Group, which could have a material adverse effect on the Group's business, financial condition and/or results of operations.

The Executive Management have undertaken restrictive covenants in their service agreements, including a non-solicitation undertaking applying for a period of 12 months after expiry of the service agreement and a non-competition undertaking applying for the term of the employment and, for the CEO, for a period of 12 months after expiry of the service agreement. In addition, certain other of the Group's senior management, including executive officers of certain Danish Group companies, have undertaken restrictive covenants in their service and employment agreements with such Group companies, including with respect to non-competition and non-solicitation clauses, in order for the Group to safeguard its know-how, goodwill and intellectual property. Such restrictive covenants may not be adequate to effectively safeguard the Group's interests as intended and there can be no assurance that such restrictive covenants will be enforceable or upheld by the courts or arbitration tribunals, which could lead to the Group having limited or inadequate legal recourse against such senior management if they were to compete with the Group or solicit customers of the Group. If the restrictive covenants applied by the Group companies are not adequate in safeguarding the interests of the Group or if such restrictive covenants are not upheld by the courts or arbitration tribunals, it could have a material adverse effect on the Group's business, financial condition and/or results of operations.

4. *Covid-19 has materially impacted certain areas of the Group, including the GOTO conference concept, and is expected to continue to materially impact certain areas of the Group and future epidemics or pandemics, or other public health crises, may impact the Group, the industry in which it operates and its customers' industries*

On 11 March 2020, the World Health Organization declared the outbreak of a strain of novel coronavirus disease, Covid-19, a global pandemic. Since the outbreak of Covid-19, the international community and businesses have been subject to a range of implications and governmental restrictions, including without limitation business closures, restrictions on non-essential business activities, travel restrictions, quarantines and cancellations of gatherings and events. Such measures have had, and will continue to have, a material impact on the Group.

The Group operates internationally and is therefore exposed to impediments on travel imposed by public authorities. Such restrictions may impact the ability of the employees of the Group to travel to customers and participate on-site. See "*—The Group may not be able to successfully attract, hire, integrate, motivate, train and retain qualified personnel, including its CEO, senior management and employees, and its personnel may not be able to participate on-site due to impediments on the ability to travel as a result of the ongoing Covid-19 pandemic*". Further, the same or similar restrictions apply to the employees of the Group's customers, which may indirectly impact the Group's ability to service such customers.

The Covid-19 pandemic and related counter-measures and restrictions imposed by governments (in the Group's core geographies and the geographies elsewhere) including, without limitation, business closures, restrictions on non-essential business activities, travel restrictions, quarantines and cancellations of gatherings and events have materially impacted how the Group conducts its business and have affected its results of operations and financial condition. In particular, Covid-19 has impacted the Group in the following ways: (1) physical GOTO conferences have been postponed and/or replaced by online events; (2) virtual conferences and other forms of virtual business development have been expanded (for example, through the increasing use of virtual book clubs and the Group's YouTube channel); (3) customers have put new software development activities on hold and (4) the Group has experienced reduced cash flows from operating activities, thereby requiring the Group to undertake measures to conserve liquidity. The Covid-19 pandemic and related counter-measures and restrictions may continue to materially impact certain areas of the Group and there can be no assurance that the Group will continue to be able to operate effectively and remain profitable and future epidemic or pandemic outbreaks or other public health crises may impact the Group more severely than the ongoing Covid-19 pandemic has. There can be no assurance that the performance of the Group during the ongoing Covid-19 pandemic is indicative of the performance of the Group during any future epidemic or pandemic outbreak or other public health crisis.

The Covid-19 pandemic have caused a deep recession in the EU and elsewhere and future epidemics, pandemics or other public health crises may have materially adverse effects on macro-economic conditions and

the industry in which the Group operates. If debtors should default on their obligations towards the Group as a result of the macro-economic implications of public health crises, the Group may incur significant losses. Further, public health crises, including the ongoing Covid-19 pandemic, may impact customer spending, which may lead to reduced demand for the Group's products and services. If these risks were to materialize, it could have a material adverse effect on the Group's business, financial condition and/or results of operations.

The long-term impacts of the ongoing Covid-19 pandemic remain unclear. It is not possible to estimate when the measures imposed by public authorities in the EU and elsewhere will be lifted, if at all, and even if such measures are lifted, they may subsequently be reinstated as was the case in the resurgence of outbreaks in October and November 2020. This has led and may again lead to local or global lockdowns, which could have a material adverse effect on the Group's business, financial condition and/or results of operations.

The Group operates internationally and decentralized, and its personnel are accustomed to working remotely. However, although the recent experience with the ongoing Covid-19 pandemic suggests that customers are forthcoming in terms of the Group performing its services remotely, there can be no assurance that working remotely will continue to be a feasible approach for the Group or its customers. Accordingly, impediments on travel imposed by public authorities, including as a result of developments of the ongoing Covid-19 pandemic, future health crises, or other force majeure events, may negatively impact the ability of the Group to meet the demand of its customers.

5. *Certain operating subsidiaries of the Group, including Nine A/S, are subject to significant customer concentration*

Certain operating subsidiaries of the Group, including Nine A/S, are subject to significant customer concentration. Taken as a whole, the Group derived approximately 41% of its revenue for the three months ended 31 March 2021 from its 10 largest customers and 54% of its revenue from the 20 largest customers. Nine A/S, which represented 19% of total Group revenue for the three months ended 31 March 2021, derived 86% of its revenue for the three months ended 31 March 2021 from its 5 largest customers. As a result of this concentration, the Group's business, results of operations and financial condition may be significantly affected by the level of these customers' IT spending and their policies (particularly regarding procurement and payment). In addition, the Group is generally exposed to the creditworthiness of its customers, and should customers default on their payment obligations towards the Group, for example as a result of the macro-economic implications of the ongoing Covid-19 pandemic, the Group may incur significant losses. Further, should such customers decide to cut costs, including by reducing their IT spending or obtaining better pricing from their service providers, including the Group, or choose to terminate existing contracts and/or use service providers other than the Group, it could have a material adverse effect on the Group's business, financial condition and/or results of operations.

6. *The Group may not be successful at identifying, acquiring or integrating other businesses or technologies and its estimates and assessments of synergies and earnings potential in acquired companies may not live up to expectations, and due diligence processes may not reveal all relevant facts*

As part of its strategy, the Group intends to defend and grow its market position in Europe and to seek out strategic collaborations and targeted strategic acquisitions. See "*Business—The Group's strategy—Seek out strategic collaborations and targeted strategic acquisitions*". For example, in 2020 the Group acquired 70% of the shares in Nine A/S in order to expand its offering to the public sector, and has in recent years acquired companies such as Testhuset A/S and Invokers A/S. While the Group has historically focused on smaller acquisitions, the Group has increasingly been considering larger acquisitions, such as the acquisition of Nine A/S. The proceeds from the Offering to be received by the Company are, in part, intended to accelerate the possibility of undertaking new acquisitions. See also "*Background to the Offering and Use of Proceeds*". Potential targets are evaluated, amongst other factors, on their ability to provide the Group access to new markets, add competencies, provide product revenue or synergies and add customers. In addition to such factors, the Group focuses on ensuring that potential targets have access to the types of strategic customers that the Group targets and that such acquisition targets are agile companies with a strong talent pool and ability to assimilate with the "Trifork Way". There can be no assurance that the Group will continue to be able identify suitable targets for acquisitions or that such acquisitions will be available to the Group on commercially favorable terms. Accordingly, the Group may not complete the number and type of acquisitions for which the Group plans, which could limit the Group's growth potential and prospects. In addition, the medium-term targets presented herein assume that the Group will be able to identify suitable acquisition opportunities of smaller companies that fit into the Trifork DNA, in line with the Group's strategy, and failure to do so may impact the Group's ability to meet such medium-term targets.

In addition, there can be no assurance that the Group will correctly identify and evaluate potential risk related to acquisition targets during its due diligence exercise prior to any acquisition and the Group may be negatively impacted as a result of the materialization of such risks following acquisition.

Further, even if the Group is able to complete an acquisition, it may experience difficulty in integrating the acquired company in the Group, and the acquired company may not develop as expected or within the timeframe expected at the acquisition. There may be unforeseen developments or circumstances, which may cause expected synergies or earnings to not be realized, and goodwill from acquisitions may have to be impaired, which would negatively impact the Group's results of operations and financial position. In addition, the key personnel of the acquired company may decide not to continue to work for the Group. These difficulties could disrupt the Group's ongoing business, increase the overall complexity of the business, distract its management and employees and increase expenses, and such negative implications may outweigh any positive benefits derived from acquisitions. If the Group is inefficient or unsuccessful at assimilating any acquired businesses into its operations, it may not be able to achieve anticipated rates of growth, synergies, increases in market share, profitability or competitive position in specific markets or services or achieve other anticipated benefits, which could have a material adverse effect on the Group's business, financial condition and/or results of operations. See *"—The financial, operational and strategic synergies underlying the motivation for the acquisition of Nine A/S may not materialize and could lead to the Group incurring significant expenses and reduce its profitability, and investors are cautioned that the historical financial statements included in this Offering Circular does not include stand-alone historical financial statements for Nine A/S"*.

7. *The financial, operational and strategic synergies underlying the motivation for the acquisition of Nine A/S may not materialize and could lead to the Group incurring significant expenses and reduce its profitability, and investors are cautioned that the historical financial statements included in this Offering Circular does not include stand-alone historical financial statements for Nine A/S*

The strategic motivation underlying the acquisition of 70% of the shares in Nine A/S was based on certain assumptions of potential financial, operational and strategic synergies applicable between Nine A/S and the rest of the Group. In particular, the acquisition of Nine A/S was intended to further drive the Group's solutions to public sector customers, amongst others, as well as to extend the operating and cloud offerings of the Group to Nine A/S' customer base. There can be no assurance that the Group, including Nine A/S, will be able to capture such synergies or meet its strategic objectives in full, or at all. In addition, external factors outside the control of the Group may undermine the synergistic fundamentals underpinning the acquisition, such as macro-economic and political developments. As a result, the acquisition may not lead to increased growth across the Group and there can be no assurance that the costs incurred and to be incurred, including legal, accounting and transaction fees and other costs, in connection with the acquisition and in the integration of Nine A/S in the Group does not exceed the benefits to the Group. In addition, Nine A/S is subject to significant customer concentration, particularly within the public sector. See *"—Certain operating subsidiaries of the Group, including Nine A/S, are subject to significant customer concentration"*. Accordingly, even if the Group does realize the benefits from the acquisition of Nine A/S it may be exposed to additional risks relating to the public sector, including risks related to the public tender process involved in contracting with public sector customers, such as the risk of not winning tenders or renewing tenders and the risk of won tenders being challenged before administrative tribunals. Further, contracts with public sector customers will often be based on a fixed price structure, which could lead to the contracts with such customers becoming unprofitable if the Group or its public sector customers are not able to accurately forecast volumes required for such fixed price contracts or if the Group's pricing does not anticipate the cost and complexity of delivering its products under such fixed price contracts. See also *"—The Group is exposed to the risk of not accurately forecasting volumes or anticipating the cost and complexity required of fixed fee contracts or contracts with degressive price models, which could cause such contracts to be unprofitable"*. In addition, the increased concentration of public sector customers in the Group as a result of the acquisition of Nine A/S exposes the Group to increased reputational risk associated with such public sector customers, any of which could have a material adverse effect on the Group's business, financial condition and/or results of operations. See also *"—A public sector customer's decision following a tender won by the Group to award the contract to the Group may be challenged before administrative tribunals and/or courts and it is uncertain whether the Group will be successful in defending against such a challenge"* and *"—The Group's relationship with customers depends on the Group's reputation and negative media coverage and public scrutiny may damage the Group's reputation and limit demand for the Group's products and services"*.

The value of the equity and goodwill acquired in connection with the acquisition of Nine A/S, as recognized in the Audited Consolidated Financial Statements, depends on a number of factors and assumptions, including

projections on future cash flows, which ultimately may prove wrong. In addition, the value of Nine A/S, as recognized in the Audited Consolidated Financial Statements, may prove not be the market value and there can be no assurance that a bona fide third-party would be interested in acquiring Nine A/S from the Group at the value recognized in the Audited Consolidated Financial Statements. Accordingly, should Nine A/S be divested from the Group, the Group may incur a loss, which could have a material adverse effect on the Group's business, financial condition and/or results of operations. The goodwill of the acquisitions of the Group, including Nine A/S, is not amortized and any impairment adjustments are recognized as a loss in consolidated income statements of the Group.

Further, while Nine A/S is fully consolidated at 31 December 2020 and for the period 2 September 2020 to 31 December 2020 in the Group's Audited Consolidated Financial Statements, investors are cautioned that no stand-alone historical financial statements for Nine A/S are included or incorporated by reference in this Offering Circular. The Unaudited Pro Forma Financial Information illustrates the effect of the acquisition of Nine A/S on the consolidated income statement. See "*Presentation of financial and certain other information—Unaudited Pro Forma Financial Information*".

8. *Changes in laws and regulations or changed interpretation or enforcement of such laws and regulations may sometimes be unpredictable, which could adversely affect the Group's business. In particular, changes in tax laws, privacy and data protection regulations could adversely affect the Group's business*

The Group is subject to laws and regulations applicable to IT service companies in the jurisdictions in which it operates, including laws and regulations on privacy and data protection, tax, unionization, labor and employment, competition, and marketing. Changes in laws and regulations or the interpretation thereof applicable to the Group or the introduction of new laws and regulations could increase compliance costs, mandate significant and costly changes to the way the Group implements its IT services and structures its contracts, require additional certifications and threaten its ability to continue to serve certain markets and certain customers. As an example, the recent ruling by the Court of Justice of the European Union in the *Schrems II* judgment caused certain changes to the interpretation of data privacy rules with respect to public cloud hosting within the European Union. Certain of the operating subsidiaries of the Group, including Trifork A/S and Netic A/S, are particularly exposed to the risk of adverse changes to privacy and data protection regulations, as these subsidiaries host personal data on behalf of customers. Further, the Group is highly international and therefore subject to the tax laws and regulations of a multitude of tax jurisdictions, and changes to such tax laws and regulations may adversely affect the profitability of the Group's business. In addition, increased focus on compliance with such laws and regulation could challenge the organizational structure of the Group which could impact the strengths and strategies of the Group and may require the Group to scale up its administrative organization, which could impact the profitability of the Group. See also "*—The decentralized organization structure could expose the Group to operational and compliance related issues*".

In addition, changes in tax laws, treaties or regulations could impose additional taxes on the provision of the Group's IT services, resulting in lower profitability.

9. *The Group is exposed to the risk of penalties and claims for substantial damages and may be required to undertake corrective measures, if the Group's products and solutions cause or is alleged to cause failures in a customer's infrastructure or applications, and such failures or alleged failures may cause substantial reputational harm to the Group*

The Group's engagements involve inspiring, building and running products that may be critical to the operations of its customers' businesses, including its customers' infrastructure and applications. The deliveries of the Group could contain errors, defects or failures that the Group has not been able to detect which could materially and adversely affect the performance of such products and negatively impact the demand therefor. Further, errors, defects or failures may subject the Group to legal liability and the Group may be in material breach of underlying customer contracts, which could expose the Group to the risk of penalties and claims for substantial damages.

In spite of testing by the Group, errors, defects and failures have occurred and will continue to occur in the products and solutions developed by the Group. Errors, defects or failures in the products delivered by the Group could result in the need to provide concessions and corrective measures to existing customers in order to maintain their business, or may entitle the customer to other legal remedies, including, without limitation, compensation, liquidated damages or damages, which would impact the margins and profitability of the Group. In recent years, competitors of the Group have faced significant legal claims and been subject to lengthy and costly litigation and arbitration proceedings. Resources committed for such purposes mean they cannot be used

elsewhere, which could have a material adverse effect on the Group's business, financial condition and/or results of operations.

In addition, errors, defects or failures in the products delivered by the Group could cause system or other failures for customers who may assert warranty and other claims for substantial damages against the Group under the Group's contracts. For example, the Group has delivered products to customers in the FinTech industry for the development and maintenance of IT payments systems designed for handling financial transactions between persons in Denmark and internationally as well as pioneered Digital Health solutions used by thousands of health professionals in Denmark and elsewhere. If there were, as an example, to be a failure in such IT payments system, which were attributable to the services performed by the Group, for example, if it was not possible to carry out transactions or the amounts were incorrectly distributed, the Group could be subject to legal claims from customers and such customers may claim that the Group is responsible for the customer's loss. The Group may also be required to provide additional hours of IT services without charge in order to cure delivery failures. Any claim brought against the Group, even if unsuccessful, could be expensive to defend and require the expenditure of significant resources, including financial and managerial, and may also materially adversely affect the Group's market reputation. In addition, service level agreements ("SLAs") may be included under the Group's customer contracts. Failure to comply with such SLAs and provide the quality agreed with the customer, may lead to claims against the Group, including charges, penalties and liquidated damages, or a partial reduction of the Group's consideration. The Group may also be subjected to claims for indirect or consequential losses, which may exceed the total consideration received by the Group in performance of its services and delivery of products. Any such errors, defects or failures in the products of the Group could result in the loss of future demand, delays in market acceptance, diversion of development and managerial resources, product liability claims other legal claims as well as increased costs, any of which could, individually or in the aggregate, have a material adverse effect on the Group's business, financial condition and/or results of operations.

In addition, Group's contracts with its customers and partners often include indemnification provisions under which the Group agrees to indemnify or otherwise be liable for losses suffered or incurred as a result of claims of infringement, misappropriation or other violation of intellectual property rights, data protection, or damages caused by the use of the services and solutions provided by the Group. The Group has only recently established internal contract risk management procedures that provide for approval by senior management of contracts above a certain threshold, certain existing contracts may not provide a level of liability management that is sufficient, or human error may result in such contract risk management procedures not being observed. In addition, while the Group tries to limit its liability towards customers and other third parties by contractual means, it may not always be in a position where such liability caps are available. Laws and regulations in the jurisdictions in which the Group operates may further limit the possibility of enforcing such liability caps. As part of the Group's risk management procedures, the Group carries general liability insurance with respect to claims at a coverage which is generally equivalent or greater than the general liability cap under its contracts. However, there can be no assurance that the insurance coverage will be sufficient to cover claims brought against the Group. In addition, the policy of the insurance may contain carve-outs of specific claims which are not covered under the insurance policies. Any disputes with customers and other third parties resulting in the establishment of claims against the Group could have a material adverse effect on the Group's business, financial condition and/or results of operations.

The Group attempts to contractually manage its liability for damages arising from negligent acts, errors, mistakes or omissions in rendering its IT services and delivering its products, and typically only accepts liability for financial losses resulting directly from failures of its IT services and products and typically attempts, where possible, to include provisions that put a limit on its liability. However, there can be no assurance that the Group is able to contractually limit its liability or that any such contractual limitations would be enforceable or will otherwise protect the Group from liability for damages. Further, there can be no assurance that claims brought against the Group on the basis of liability under customer contracts will not exceed the consideration paid to the Group under such customer contracts. Contracts awarded through public sector tenders may provide for liability for indirect or consequential losses. For both public and private sector contracts, certain categories of damages are typically not limited in amount, for example, breaches of confidentiality and data protection obligations, gross negligence, wilful misconduct or infringement of third-party intellectual property rights. In addition, certain contracts contain a right for the customer to claim restitution, i.e., return of all received payments pursuant to the relevant contract, in the event of material unremedied breach of the contract. Any such liability could have a material adverse effect on the Group's business, financial condition and/or results of operations.

10. Privacy and data protection compliance breaches or failure to protect confidential and proprietary information could harm the Group's reputation and expose it to litigation and/or other legal or regulatory actions and/or sanctions

The Group is subject to data protection laws, privacy requirements and other regulatory restrictions in the various jurisdictions in which the Group operates. During the course of the Group's business, the Group may come into possession of sensitive personal data, act as processor of or otherwise handle such personal data, including health and financial data as a result of the Group's focus on Digital Health and FinTech. This information needs to be handled by the Group in compliance with such laws and regulations as such laws and regulations govern the Group's ability to collect, use, process and transfer personal information relating to its customers and their clients, as well as its employees and others. The Group relies upon third party contractors and its own employees to process personal data relevant for the IT services it offers. Therefore, the Group is exposed to the risk that such data could be wrongfully appropriated, lost or disclosed, damaged and/or processed in breach of applicable privacy and data protection laws and regulation.

The Group's failure to keep apprised of, and comply with, privacy, data use and security laws, standards and regulations, including, without limitation, unauthorized disclosure of, or access to, data, could result in the limitation, suspension or termination of services and contracts with customers or the imposition of administrative, civil or criminal penalties, including fines which may be as high as EUR 20 million or 4% of the total worldwide annual turnover of the preceding calendar year, whichever is higher, for serious infringements of the EU General Data Protection Regulation (2016/679) ("GDPR"), which could have a material adverse effect on the Group's business, financial condition and/or results of operations. Further, any data breach could expose the Group to significant liability for material and non-material damages and the Group's reputation may be significantly harmed as a result. For example, in servicing customers within the Digital Health segment, the Group may collect, store and process sensitive personal and health information. Customers within the Digital Health segment typically place particular emphasis on the security of the data processed, and failure to ensure such data may significantly harm the relationship between the Group and such customers and limit demand for the Group's products and services, which could have a material adverse effect on the Group's business, financial condition and/or results of operations.

In addition, the international aspect of the Group exposes it to data protection laws, privacy requirements and other regulatory restrictions in a multitude of jurisdictions, including the United States and Switzerland, and full compliance with such laws, requirements and restrictions are costly and affects the profitability of the Group. The process of ensuring compliance with all mandatory documentation requirements pursuant to GDPR and applicable local data protection laws, as well as the implementation thereof across the Group, is ongoing. Further, the decentralized organizational structure of the Group may make full implementation of compliance programs at the business unit level, including in respect of data protection, difficult to achieve or may make it more difficult to assess compliance risks on a Group level. Within the Trifork Labs segment, the Group is generally not able to exercise a controlling influence on the individual startups and may therefore not be able to ensure or ascertain that the companies within the Trifork Labs segment are in compliance with applicable data protection laws, privacy requirements and other regulatory restrictions. If any company within the Trifork Labs segment, in which the Group has made a minority investment, experiences data breaches or otherwise fails to keep apprised of, and comply with, privacy, data use and security laws, standards and regulations, it could negatively impact the reputation of the Group and the value of the investments in the Trifork Labs segment.

Keeping apprised of new requirements on a continuous basis and ensuring legal and operational compliance throughout the Group may negatively impact the ability of the Group to generate profits and could have a material adverse effect on the Group's business, financial condition and/or results of operations.

11. The Group may not be able to protect itself or its IT solutions against cyber threats that have the potential to significantly disrupt the Group and its customers' businesses and cause the Group reputational harm

As an international company and as a provider of IT products and services, the Group and the entities within the Group are exposed to cyber threats. The applications applied by the Group for development of solutions and delivery of its services to the Group's customers may also be subject to cyber security threats. Further, in inspiring, building and running products, the Group regularly has access to customers' networks and production environments which may be subject to cyber threats. Further, certain of the operating subsidiaries within the Group, in particular in Trifork A/S and Netic A/S, host personal data or customers, which may be the subject of cyber attacks. The financial and strategic importance of certain of the Group's customers, particularly of private sector companies with global operations and customers within the financial sector, increases the Group's susceptibility to attacks from cybercriminals and nation-state cyber espionage. Although the entities within the

Group generally operate on individual infrastructures, cyber-attacks may individually cause damage and disruption to the infrastructures of such entities, which may have a material adverse effect of the Group's business, financial condition and/or results of operations taken as a whole.

Cyber risks generally fall into three broad categories: (i) systems may be hacked and data locked, and the hackers then demand a ransom to release the data; (ii) hackers attack with the intention to harm or even destroy a company's IT infrastructure with no obvious monetary benefit; or (iii) hackers attack with the intent to obtain sensitive data, such as confidential industrial information, bank details or personal data, in order to gain monetary benefits by selling or misappropriating such data. The Group is subject to Cyber-attacks on a daily basis. While the vast majority of these attacks do not reach a level of sophistication that could pose a threat to the Group or its customers, the Group may not be able to stop cyber-attacks despite its efforts to continually monitor and assess its security organization in terms of resources and service offerings. In addition, the Group may not be able to adapt to new threats. An increase in social hacking (for example, unauthorized third parties attempting to gain credentials, access or information through direct personal interaction with the Group's employees) also creates a risk for the Group. Human error by the Group's personnel poses a constant risk and the Group's efforts in awareness training and process improvements are unlikely to remove all risk of potentially negative consequences of human error. There can be no assurance that IT security incidents or breaches will not occur in the future, or that future security incidents, breaches and other issues will not have a material impact on the Group's business or that its procedures will be sufficient to address such future IT security incidents, breaches and other issues.

The Group frequently experiences distributed denial-of-service ("DDoS") attacks, which are cyber-attacks where the perpetrator seeks to make a machine or network resource unavailable to its intended users by disrupting services of a host connected to the Internet. The denial-of-service is typically accomplished by flooding the targeted machine or resource with superfluous requests in an attempt to overload systems and prevent some or all legitimate requests from being fulfilled.

Despite the Group's forward planning and disaster recovery procedures, the occurrence of any DDoS attacks could lead to interruptions, delays or shutdowns, potentially causing harm to the Group's and its customers' business by making critical data, including personal data, temporarily inaccessible. The Group has committed considerable resources to enhancing the security of its systems and works closely with internet operators to help define and configure filters for malicious traffic on its lines. Such efforts may not be sufficient to defend against DDoS attacks in the future.

In addition, the Group's customer contracts, particularly in the public sector, typically require it to comply with certain security obligations, including maintaining network and system security, providing security patching, antivirus and malware detection and prevention services, intrusion detection and prevention as well as ensuring the credentials of the Group's employees who interact with such customers. There can be no assurance that the Group will be able to comply with all of these obligations, which may result in it no longer being able to provide certain services to customers, the termination of particular contracts or liability for the Group.

Legislative bodies in several jurisdictions in which the Group operates have enacted laws requiring companies to provide notice of data security incidents, in particular with respect to personal data. In addition, some of the Group's customers may require it to notify them of data security incidents. Security compromises experienced by the Group's competitors, by its customers or the Group itself may lead to public disclosures, which again may lead to widespread negative publicity that may adversely affect the reputation of the Group. Any security incident in the Group's industry, whether actual or perceived, could harm its reputation, erode confidence in the effectiveness of the Group's security measures, negatively affect its ability to attract new customers, cause existing customers to choose other suppliers or subject it to third-party lawsuits, regulatory fines or other action or liability, which could have a material adverse effect on the Group's business, financial condition and/or results of operations.

The occurrence of any cyber security incidents, such as the theft or unauthorized use or publication of the Group's or the Group's customers' data, confidential information or other proprietary business information, could expose the Group to legal liability, adversely affect the Group's competitive position and reputation, and reduce marketplace acceptance of the Group's IT services, whether or not the incident is ultimately determined to be attributable to the Group. In particular, with respect to the Group's customers in the Digital Health and FinTech segments, many IT solutions and systems developed and maintained by the Group involve the processing of categories of data which is highly sensitive in nature, including without limitation personal data and payment data such as credit card information. Any cyber security incidents, including, without limitation, theft, unauthorized use, publication or other misappropriation of such sensitive data is likely to adversely affect the Group's reputation, business relations, competitive position and marketplace acceptance of the Group's IT

services, which could have a material adverse effect on the Group's business, financial condition and/or results of operations. See also "*—The Group's relationship with customers depends on the Group's reputation and negative media coverage and public scrutiny may damage the Group's reputation and limit demand for the Group's products and services*".

12. Numerous customers of the Group operate within highly regulated industries and are subject to extensive legislative, industry and business requirements, and the Group or its employees may violate certain laws, regulations or requirements when servicing such customers

The markets in which the Group operates are subject to changes in legislation that directly impact it, but the Group may also be indirectly impacted by changes in the legislation and the regulatory framework governing its customers to the extent its contracts with customers place all or parts of the burden of complying with legislation on the Group, in particular when delivering products within the Digital Health, Cyber Security and FinTech segments. For example, the Group has been impacted, directly and indirectly, by the costs associated with the implementation of the GDPR and the establishment of procedures for the continuous compliance herewith in the Group as well as in the customers of the Group. In addition, certain products within the Digital Health vertical may be classified as Software as a Medical Device ("**SaMD**"), which require a CE certification under the Regulation (EU) 2017/745 of the European Parliament on medical devices (the "**Medical Devices Regulation**"). Ensuring compliance with the GDPR and Medical Devices Regulation may require significant administrative and managerial resources, which may impact the profitability of the Group. The Group may not be able to timely adjust to all legislative changes, industry or business requirements, and it may be costly for the Group to keep apprised of such requirements. In addition, the Group is required to retain and renew certain certifications, either as a result of applicable legislative requirements or as a result of a customary industry standards. Examples of such certifications include a requirement to maintain ISO27001 certifications on information security management and ISO13485 certifications on quality management for medical devices. Failure to maintain such certifications may limit the ability to service certain customers within specific industries or in certain verticals, such as Cyber Security and Digital Health.

Increased costs associated with legislative, industry and business requirements have impacted and may in the future impact the profitability of the Group and failures to comply with such requirements could result in fines or other sanctions, either by customers on a contractual basis or from public authorities due to legislative requirements, which could, individually or in the aggregate, have a material adverse effect on the Group's business, financial condition and/or results of operations.

13. The markets in which the Group competes are highly competitive, and the Group might not be able to compete effectively

The Group operates in a highly competitive and rapidly changing global marketplace and competes with a variety of organizations that offer services similar to those the Group offers. While the Group competes with some companies across multiple business areas and in multiple countries such as Netcompany, Epam and Kainos, the Group has no single key competitor.

The number and types of competitors may increase as the Group completes additional acquisitions within new business areas and markets. Even if the Group has potential offerings that address marketplace or customer needs, its competitors may be more successful at selling similar services, including to the Group's own current customers. Competitors may offer more aggressive contractual terms or compete on pricing in a manner that the Group is not willing or able to match on a sustained basis in light of its size and financial condition, which may affect its ability to obtain new business. Some of the Group's competitors are companies that have greater financial, marketing or other resources than the Group has and, therefore, may be better able to compete for new business and skilled professionals. In addition, the Group may face increasing competition from new market entrants that are not currently present or not materially present in the Group's markets. For example, major offshore-based outsourcing companies, who generally have a lower wage base than the Group in some areas, may in the future provide comparable services at lower prices, putting the Group under increased pricing pressure, and the Group may not be able to quickly adjust its integrated business model to find other sources of higher margin revenue.

If the Group is unable to compete successfully, it could lose market share and customers to competitors, which could have a material adverse effect on the Group's business, financial condition and results of operations.

14. The Group has a limited history operating its business at its current scale, and failure to manage the Group's rapid growth effectively could harm its business

In recent years, the Group has significantly grown the scale of its business. For example, the Group experienced growth at 19% CAGR between the years 2015 to 2020. Accordingly, the Group has a limited history operating its business at its current scale and scope. As the Group seeks to grow its business, it will need to continue to improve and enhance its operations, infrastructure and organization to deal with the greater scale and complexity of operations. While the Group believes that its Teal organizational model can cope with the growth and that it has taken reasonable steps to establish and maintain adequate procedures, systems and controls to enable it to comply with its obligations, continued growth could in particular strain the Group's ability to ensure effective reliable controls and monitor compliance with applicable laws, rules and regulations throughout the organization. Any failure to effectively manage the increasing size and complexity of the Group's business resulting from continued and future growth including as its operations become more complex or as a result of future acquisitions, could have a material adverse effect on the Group's business, financial conditions and/or results of operations.

15. The Group utilizes third-party intellectual property rights in certain of its products and services and is exposed to the risk of infringing third-party intellectual property rights

The Group's IT services, or the IT services of others that the Group offers to its customers by incorporation into the Group's offerings, could infringe on third-party intellectual property rights. Third parties may in the future assert claims against the Group or its customers alleging infringement of patent, copyright, trademark, or other intellectual property rights. Infringement claims could harm the Group's reputation, result in liability for the Group or prevent it from offering some IT services. In the Group's customer contracts, it generally agrees to indemnify its customers for certain expenses, costs or liabilities resulting from potential infringement of the intellectual property rights of third parties. The amount of the Group's liability under these indemnities could be substantial and, in many cases, unlimited. Any claims that the Group's IT services infringe the intellectual property rights of third parties, regardless of the merit or resolution of such claims, may result in significant costs in defending and resolving such claims, and may divert the efforts and attention of the Group's management and technical personnel from its business. In addition, the Group's reputation may be negatively impacted as a result of such claims. If such claims relating to infringement of intellectual property rights of third parties are brought against the Group, it could have a material adverse effect on the Group's business, financial condition and/or results of operations.

Any third-party intellectual property rights claim could result in the Group becoming subject to significant litigation. The Group analyses and acts in response to such claims on a case-by-case basis. Any dispute or litigation regarding trademarks or other intellectual property right could be costly and time-consuming due to the complexity of the Group's technology and the uncertainty of intellectual property litigation. In addition, such actions could divert the Group's management and key personnel from its business operations.

The Group presently licenses intellectual property from various third parties such as Microsoft and Adobe and other owners of proprietary software. If the Group is unable to renew these licenses in the future or obtain any required new licenses, it could experience delays in product updates or may be required to use alternative technology of lower quality or at higher cost, any of which could adversely affect its ability to develop new products and features or continue to provide existing products. In addition, third parties may allege that additional licenses are required for the Group's use of their software or intellectual property, and the Group may be unable to obtain such licenses on commercially reasonable terms or at all. The Group also uses software licensed under open source licenses such as the GNU All-permissive License, the MIT License, BSD licenses, Apple Public Source License and Apache License and other licenses placing certain obligations on the Group as licensor (e.g., in some instances including a requirement to make the source available to others under the same open source terms). The Group could face claims by third parties claiming ownership of what the Group believes to be open source software or non-compliance with open source licensing terms. See also "*The Group's use of open source software to develop new IT solutions could expose it to additional risks*".

Any infringement of such licenses, or any other infringement of the intellectual property rights of third parties, by the Group or its customers, for example by not obtaining the correct number of licenses or by exceeding the scope of such licenses, could therefore lead to substantial costs to the Group and have a material adverse effect on the Group's business, financial condition and/or results of operations.

16. The Group's relies on strategic partnerships in offering its services and such partnerships may not be available on commercially favorable terms in the future or at all

When servicing major customers, the Group relies on strategic partnerships for delivery of its services and is currently engaged in partnerships with companies such as Apple, SAP, Google Cloud, AxonIQ, and Humio. Such partnerships include training for the employees of the Group in specific technologies and products and they allow the Group to get support and expertise on short notice. As an example, the Group has developed advanced mobile applications in partnership with Apple, SAP and others.

Strategic partnerships are an integral part of the value offering of the Group and should such partners decide not to engage with the Group in the future, it could have a material adverse effect on the Group's business, financial condition and/or results of operations. In addition, certain strategic partners are large multi-national companies with financial resources far exceeding those of the Group and the Group has limited opportunities to negotiate and renegotiate contractual terms with such partners and the Group may therefore be forced to accept terms and conditions onerous to the Group. Further, certain strategic partners require that the Group and certain of its employees maintain certifications in order to service and deliver the products of the strategic partner. Should the Group and its employees be unable to maintain such certifications, the Group may risk the discontinuing of certain of its strategic partnerships and the costs of maintaining such certifications may limit the profitability of the Group's offerings.

There can be no assurance that the current strategic partnerships of the Group will continue to be available to the Group or on commercially reasonable terms. Further, new opportunities to enter into strategic partnerships may not present themselves to the Group. If any such risks materialize, it could have a material adverse effect on the Group's business, financial condition and/or results of operations.

17. Any disruption in data center operations or telecommunications systems failures could harm the Group's ability to deliver its IT services, damage its reputation or otherwise materially adversely affect its business

To serve its customers, the Group must maintain continuous data center operations, including network, storage and server operations. This includes data communications links among the Group's data centers, its headquarters and customers' offices, as well as back-up of data and maintenance of applications.

Although the Group maintains redundancy facilities in data links and data centers, any significant disruption in operations and any major system failure, for instance as a result of fires, natural disasters, outbreak of hostilities, strikes, acts of terrorism or other force majeure situations, could nonetheless compromise the Group's ability to deliver its products to customers according to its contracts and/or to complete products for its customers on a timely basis. As an example, the Group experienced an incident in 2020 which caused an outage of four hours affecting approximately 60% of those customers for which the Group provides hosting services and all customers running on shared infrastructure within one particular data center, causing the Group to incur limited penalties. Any of these circumstances could trigger penalty and/or damages payments by the Group or result in the loss of customers or curtailed operations, which could have a material adverse effect on the Group's business, financial condition and/or results of operations.

In addition, the profitability of data center operations is highly susceptible to price changes. Price reductions in the market for data center operations may lead to the Group having to provide significant discounts to existing customers in order to remain competitive or lead to the Group having to forego new business opportunities within data center operations, in order to remain profitable. Any such risks could have a material adverse effect on the Group's business, financial condition and/or results of operations.

18. The Group may face difficulties in delivering complex and large customer software products to its customers which could result in loss of business and reputational harm

The delivery of complex and large customer software products involves many challenges, including correctly scoping the product and understanding the customers' needs and their operations appropriately, which depends on a number of factors, including the proficiency of the Group's professionals and management. The Group's failure to understand its customers' requirements, the Group's delay or failure to deliver IT services that meet the requirements specified by the Group's customers, or the Group's failure to meet certain milestones agreed for the delivery of IT services could result in termination of customer contracts, and the Group could be held liable to its customers for significant penalties or damages or become subject to other legal remedies. In certain instances, larger complex customer products may involve multiple engagements or stages, and there is a risk that a customer may choose not to retain the Group for additional stages or may cancel or delay additional planned engagements. These terminations, cancellations or delays may result from factors that have little or

nothing to do with the quality of the Group's IT services, such as the business or financial condition of the Group's customers or the economy generally. Such cancellations or delays make it difficult to plan for project resource requirements and inaccuracies in such resource planning and allocation may have a negative impact on the Group's profitability and operations. If the Group fails to deliver complex customer products, this could have a material adverse effect on the Group's business, financial position and/or results of operations. In addition, smaller deliveries may have the same devastating reputational impact, since all customer products are subject to the same methodology regardless of their size, and even larger deliveries are effectively divided into smaller parts, and failure to deliver on such smaller deliveries could also have a material adverse effect on the Group's business, financial condition and/or results of operations.

19. Failure to maintain utilization levels may have an adverse effect on the Group's margins

A significant percentage of the Group's operating expenses, particularly employees and rent, are fixed in advance of any particular quarterly period. As a result, unanticipated variations in the Group's business within a given quarterly period, such as the amount of workorders and deliveries or the timing of payments under the Group's contracts with customers or in employee wage levels and utilization rates may cause significant variations in the Group's operating results in any particular quarterly period and could result in losses. Any material reduction in utilization rates for the Group's professional staff or variance in the on-site/nearshore staffing mix that cannot be offset through lay-offs or reshuffling of employees, an unanticipated termination of a major contract, a customer's decision not to pursue a new product or proceed to succeeding stages of a current product or the completion of several major customer products during a quarter could result in underutilization of the Group's employees. The Group has expanded its operations in recent years through organic growth and strategic acquisitions, which has resulted in a significant increase in headcount and fixed overhead costs. If the Group is not able to maintain optimal resource utilization levels without corresponding cost reductions or price increases, the Group's ability to sustain its margins would be adversely affected and this could have a material adverse effect on the Group's business, financial condition and/or results of operations.

20. The decentralized organization structure could expose the Group to operational and compliance related issues

The organizational structure with self-contained business units acting with a high degree of autonomy has historically enabled the Group to apply an innovative and agile approach with a local presence for the benefit of its customers. While certain functions, including financial reporting, are centralized across the business units, an inherent part of this organizational structure is the autonomy and freedom to operate as the units deem best. As a result of the organizational structure, the Group may experience difficulties in ensuring and monitoring compliance with internal rules, procedures and policies across all business units. See also "*—Privacy and data protection compliance breaches or failure to protect confidential and proprietary information could harm the Group's reputation and expose it to litigation and/or other legal or regulatory actions and/or sanctions*".

The Group is in the process of implementing contract risk management policies and procedures across the business units of the Group, which, for example, would entail that new contracts resembling a certain value have to be approved centrally by senior management. Increased regulation of the Group may lead to more centralization, which could challenge the organizational structure of the Group and the strengths associated herewith.

Further, the accuracy of the Group's financial reporting is dependent on its internal controls. Internal control over financial reporting has inherent limitations, including human error, the possibility that controls could be circumvented or become inadequate because of changed conditions, and fraud. Because of these inherent limitations, internal control over financial reporting might not prevent or detect all misstatements or fraud. If the Group cannot maintain and execute adequate internal control over financial reporting or implement required new or improved controls that provide reasonable assurance of the reliability of the financial reporting and preparation of the Group's financial statements for external use, the Group could suffer harm to its reputation, incur incremental compliance costs, fail to meet its public reporting requirements on a timely basis, be unable to properly report on its business and results of operations, or be required to restate its financial statements. Increased requirements on financial reporting and the internal controls associated therewith may put pressure on the Group's organizational structure.

21. *The Group's future results may differ materially from what is expressed or implied by the targets or forecast of consolidated financial information included in this Offering Circular, and investors should not place undue reliance on this information*

The medium-term targets set forth in this Offering Circular under “*Business—Medium-Term Targets*” are the Group’s current expectations for the medium term. The actual results of the Group may differ materially from what is expressed or implied by these medium-term targets which may not be achievable in the short or medium term or at any time. Similarly, the financial projections set forth in this Offering Circular, including under “*Operating and Financial Review*”, “*Consolidated Prospective Financial Information for the Financial Year Ending 31 December 2021*” and elsewhere, are the Group’s forecast for the financial year ending 31 December 2021. The “*Consolidated Prospective Financial Information for the Financial Year Ending 31 December 2021*” includes financial forecasts and projections that qualify as profit forecasts. For profit forecasts, the Prospectus Regulation requires the Group, among other things, to disclose the principal assumptions on which the Group bases the forecast. The Group has prepared its medium-term targets, financial forecasts and projections in accordance with the Prospectus Regulation and not in accordance with any other rules or requirements in the United States or elsewhere. These medium-term targets, financial forecasts and projections are based upon a number of assumptions and estimates, which are subject to significant business, operational, economic and other risks, many of which are outside of the Group’s control. Accordingly, such assumptions may prove to be incorrect. For example, the Group’s estimate of revenue for the financial year ending 31 December 2021 assumes revenue growth in the Build and Run sub-segment, partially offset by expected declines in revenue in the Inspire sub-segment. If the Group is not able to grow its business within the Build and Run sub-segments, the Group may not realize the expected revenue for the financial year ending 31 December 2021. Further, the Group’s estimate of Adjusted EBITDA and Earnings before financial items and taxes for the financial year ending 31 December 2021 assumes increased EBITDA margins in the Build and Run sub-segments, partially offset by assumed declines in the EBITDA margin in the Inspire sub-segment. If the Group is not able to improve its margins within the Build and Run sub-segments, for example by not being able to further develop recurring revenue in the Run sub-segment through licenses and royalties, hosting, operations and support agreements and long-term service contracts covering periods greater than twelve months, the Group may not realize its expectations on Earnings before financial items and taxes and Adjusted EBITDA.

In addition, unanticipated events may materially adversely affect the actual results that the Group achieves in future periods whether or not the Group’s assumptions relating to the financial year ending 31 December 2021 were reasonable as of the date such assumptions were made. For example, the Group cannot assure that any estimates, forecasts, forward looking statements or opinions contained herein or which may have been expressed in the past will remain accurate or will not abruptly change as a result of the spread and effects of the Covid-19 pandemic. The Group’s actual results may vary materially from these projections and investors should not place undue reliance on them. See also “*Special Notice Regarding Forward-Looking Statements*”.

22. *The Group's consolidated balance sheet includes significant amounts of goodwill and intangible assets in connection with acquisitions as well as capitalized research and development costs and faces the risk of impairment of a significant portion of these assets*

The Group’s consolidated balance sheet includes goodwill and intangible assets that represented 31.85% of its total assets as at 31 December 2020. These assets consist primarily of goodwill and customer intangible assets associated with the acquisitions carried out by the Group. The Group also expects to acquire additional organizations and products in the future, which may result in its recognition of additional goodwill and intangible assets. Under current accounting standards, the Group is required to amortize certain intangible assets over the useful life of the asset, while goodwill is not amortized. On a regular basis, the Group assesses whether there have been impairments in the carrying value of goodwill and certain intangible assets. If the carrying value of the asset is determined to be impaired, then it is written down to fair value by a charge to operating earnings. As goodwill is not amortized, negative developments in the acquisitions made by the Group which cause impairments of the goodwill associated with such acquisitions will therefore adversely affect the Group on the basis of both the negative result of the acquisition and the impairment made on the goodwill.

In addition, the Group capitalizes research and development costs for certain software development projects that can be exploited at a later stage. There is a risk that such software is outdated, or better alternatives are available on the market, once such software is ready to use, which could lead to the capitalized costs being impaired and impact the results of the Group.

An impairment of a significant portion of goodwill or intangible assets could have a material adverse effect on the Group’s business, financial condition and/or results of operations.

23. *The Group has limited rights to intellectual property developed for customers*

Other than the “Trifork” name and certain other names, which has been registered as trademarks within the EU, the Group does not own registered intellectual property rights. The Group does not rely on registered intellectual property rights on the products it provides, but instead rely on general copyright protection, know-how, trade secrets and applicable laws and regulations related to the use of proprietary information. In general, the intellectual property developed by the Group when developing products for its customers belongs to such customers. The Group will typically have a limited right to use such intellectual property in products for other customers. Accordingly, the Group may not be able to use such intellectual property in servicing other customers without the consent of the original customer, which could have a material adverse effect on the Group’s business, financial condition and/or results of operations.

While the Group generally enters into agreements with its employees and contractors to limit access to and disclosure of its proprietary information, as well as to clarify rights to intellectual property associated with its business, this may not be sufficient to protect the Group in case the employee or the contractor violates the agreements entered into, and the effects hereof could have a material adverse effect on the Group’s business, financial condition and/or results of operations.

24. *The Group or its officers or directors may be the subject of litigation, which could harm its business, reputation, results of operations, financial condition and prospects*

The inherent risks in the Group’s business expose the Group to litigation, including contractual litigation with customers and suppliers, data privacy litigation, intellectual property litigation, tax or securities litigation. The Group is not currently involved in any material legal disputes with third parties or regulatory authorities and, to the Group’s knowledge, no such disputes are threatening. However, the Group (or its officers or directors) may in the future become subject to claims, lawsuits (including class actions and individual lawsuits), government investigations and other proceedings involving intellectual property, data protection, labor and employment, competition, securities, tax, marketing, commercial disputes and other matters and the Group has historically been the subject of legal disputes. Further, material legal disputes have occurred in the market and industry in which the Group operates, including with respect to other listed IT services companies, and there can be no assurance that the Group will not in the future become subject to such material legal disputes.

Further, the Group operates internationally and must comply with laws, regulations and rules in the jurisdictions in which it operates. Compliance with the multitude of applicable laws, regulations and rules are costly and burdensome and may impact the profitability of the Group, and divert management resources from the core business of the Group. In addition, non-compliance with such laws, regulations and rules may expose the Group to litigation, penalties, fines, administrative sanctions and criminal and civil liability, which could lead to the Group incurring substantial losses and, individually or in the aggregate, have a material adverse effect on the Group’s business, financial condition and/or results of operations.

The Group’s contracts with customers often contain penalty clauses for failure to timely deliver or meet agreed service levels. Should the Group fail to deliver its products and services timely or meet the agreed service levels, the Group may face legal claims as a result of a breach of contract resulting from, for example, failure to deliver (including on time), material defects or negligence in the delivery of a product or service. Any litigation or arbitration matter brought against the Group as a result of breach of contract with customers could require the Group to pay substantial damages, prevent it from selling certain of its IT services, or in connection with any intellectual property infringement claims, require the Group to pay ongoing royalty payments, which could lead to the Group incurring substantial losses and have a material adverse effect on the Group’s business, financial condition and/or results of operations.

Irrespective of the outcome of such litigation or arbitration matters brought against the Group or its officers or directors, the litigation or arbitration may result in negative publicity and significantly damage the reputation and brand of the Group, and, as a result, the demand for the services offered by the Group may be limited and the Group may face difficulties in hiring and attracting qualified personnel, which would negatively impact the operations and prospects of the Group. Further, the Group’s provisions for losses related to pending legal proceedings in the future may not be adequate to cover its ultimate costs in relation to such proceedings and may need to be adjusted as a result of subsequent developments in, or the final outcome of, such legal proceedings, which could lead to the Group incurring substantial losses. Whether or not the Group will ultimately prevail in future litigation matters, litigation and arbitration are costly and can divert management’s attention from the Group’s business. In addition, the Group may decide to settle a litigation or arbitration matter, which could cause the Group to incur significant costs. A settlement or an unfavorable outcome on any

litigation or arbitration matter could have a material adverse effect on the Group's business, financial condition and/or results of operations.

25. Valuation methodologies for certain assets involve judgments and assumptions and the fair value of assets could be incorrect, which could result in the misstatement of performance and investment income and, even if the valuation was correct when made, subsequent judgments and assumptions may lead to the Group not being able to realize the valuation recorded in the balance sheet

Although generally prepared in line with applicable and recognized valuation processes and procedures, valuation methodologies, including discounted cash flow models ("DCF"), for investments, directly or indirectly, held by the Company can involve subjective judgments. The fair value of certain assets established pursuant to such valuation methodologies, including through the use of DCF models, may therefore be incorrect, which could result in the misstatement of the value of such investments in the Group's financial reports. In addition, subsequent judgments and assumptions may lead to the Group not being able to realize the valuation recorded in the balance sheet.

In particular with respect to the minority shareholdings in the Trifork Labs segment, there is a risk that the shareholdings will not be realized for amounts equal to, or greater than, the amounts at which they are valued, or that the past valuations based on such performance information will not accurately reflect the realization value of such investments. As the companies within the Trifork Labs segment are predominately early stage companies, assessing the market value of such companies are inherently subject to subjective judgments and the market value may change significantly in a short period of time. An investment's actual realization value will depend on, among other factors, future operating results of the relevant investment, the value of the assets and market conditions at the time of disposal, any related transaction costs and the timing and manner of sale, all of which may differ from the assumptions on which previous valuations were determined.

Changes in values attributed to subsidiaries and minority shareholdings from time to time may result in volatility and could have a material adverse effect on the Group's business, financial position and/or net income.

26. The Group's relationship with customers depends on the Group's reputation and negative media coverage and public scrutiny may damage the Group's reputation and limit demand for the Group's products and services

The Group's brand and reputation as a leading next-gen IT service company delivering cutting edge software solutions are important corporate assets that help drive demand for the Group's products and distinguish the Group from its competitors. However, the Group's brand and reputation may suffer if errors, defects, delays or failures are discovered in the products or services provided to the Group's customers. In addition, critical operational incidents or actions or statements made by or concerning current and former customers, competitors, vendors, adversaries in legal proceedings, government regulators, current and former employees, as well as members of the investment community and the media may severely impact the Group's brand and reputation. Media coverage and public scrutiny of business practices, policies and actions is an inherent part of being an international listed company, and the Group has previously been the subject of substantial negative media coverage. Certain of the Group's competitors in the Nordic region have recently been subject to negative press and public comment in connection with delivery failures on certain contracts within both the public and private sectors. While it is the general policy of the Group to actively manage its relationship with customers, including correcting any errors, defects or failures, if so discovered, there can be no assurance that negative media coverage or public scrutiny may not arise and negatively impact the brand and reputation of the Group.

In particular, the Group's relationship with public customers are susceptible to public scrutiny and reputational risk. As an example, the Group has pioneered digital healthcare solutions creating digital health ecosystems, nationwide infrastructures and easy-to-use clinical systems for public customers. Many health professionals in Denmark and Holland are using the Group's solution to securely maintain healthcare records. Any errors, defects or failures causing downtime of such digital health solutions could adversely affect a large number of users, including hospital patients whose well-being depend on the personnel being able to use these digital solutions as intended. Further, any leaks of patient data could adversely violate the privacy rights of a large number of people. Errors, defects or failures in such digital health solutions is likely to cause negative media or political attention, which could damage the reputation of the Group and the relationship with its customers.

In addition, the Group provides other products and services, which are frequently used by a large number of people, who are likely to immediately notice and be affected by any failure in such system. For example, the Group has provided the crucial technology behind MobilePay, handling a significant number of payments each

year with significant values involved. The failure of such systems, or any similar system provided by the Group which has a large and frequently active user base, could materially and adversely impact the Group's brand and reputation and limit the Group's ability to attract and retain IT professionals and customers, which could have a material adverse effect on the Group's business, financial conditions and/or results of operations.

The Group co-founds and invests in a number of innovative start-up companies in the Trifork Labs segment. See "*Business—Business model enablers—Trifork Labs*". Those companies largely act as autonomous entities and the Group predominately acts a minority investor in such companies. Accordingly, the Group is typically not able to exert control or significant influence over the business decisions taken in such companies and any actions or inactions causing such companies to become subject to public scrutiny and negative media attention may indirectly cause reputational damage to the Group. In addition, the co-investors acting together with the Group in the investments in the Trifork Labs segment may become subject to negative publicity, which could indirectly damage the reputation of the Group. Were such risks to materialize, it could have a material adverse effect on the Group's business, financial condition and/or results of operations.

Regardless of the Group's actual responsibility in scenarios, as exemplified above, public authorities and media may point out the involvement of the Group and the Group may inadvertently be seen as responsible in the public opinion. Any such reputational damage could damage the existing relationship with partners and customers or limit the potential of future relationships with partners or customers.

In addition, there is a risk that negative attention concerning the Group and/or its management, such as related to IT systems failure, cyber security incidents or litigation, even if unfounded, could adversely affect the Group's business operations more generally. Upon becoming a listed company, the Group expects to be subject to greater media scrutiny and thus any such negative information could have an exacerbated effect. Damage to the Group's brand and reputation could be difficult and time-consuming to repair, and could divert the attention of the Group's management from the business or make potential or existing customers reluctant to select the Group for new products, all of which could result in a loss of business or adversely affect the Group's employee recruitment and retention efforts. Any unfavorable publicity may also adversely impact investor confidence in the Group's financial condition and result in divestments of Shares, which may lead to a decline in the price of the Shares. Such consequences could have a material adverse effect on the Group's business, financial condition and/or results of operations.

27. The Group has co-founded and invested in numerous start-up companies through the Trifork Labs segment and may incur substantial losses on such investments, and there can be no assurance that the strategic rationale underlying such investments are realized in full or at all

A significant component of the Group's strategy is the Trifork Labs segment. See "*Business—Business model enablers—Trifork Labs*". The Group held 21 active investments in the Trifork Labs segment as at 31 March 2021. As at 31 March 2021, the investments made in Trifork Labs were recognized at a fair value of EURm 20.5 in the Interim Consolidated Financial Statement. The top 3 entities within the Trifork Labs segment, AxonIQ, XCI and C4Media, accounted for 63% of the total value of the Trifork Labs investments in the Interim Consolidated Financial Statement. In the financial year ended 31 December 2020, the fair value adjustments of the Trifork Labs investments accounted for EURm 41.3 of the Group's total net result.

Investments in start-up companies are inherently risky and there can be no assurance that the investments made by the Group in such companies will retain its value, grow or become profitable. The Group will typically co-found or invest at a very early stage in such companies. Accordingly, the initial investment amount will often be of a limited size. In order for the start-up company to attract interest from larger venture capital companies, the start-up company will generally need to achieve certain levels of annual recurring revenue. If the Group is not able to attract external investors to the start-up companies in which it has invested, it will typically seek to exit such start-up company at an early stage, which may cause a financial loss for the Group at an amount equal to the capital contributed and invested in such start-up company. Although the individual cash investment amount associated with such investments is typically limited, and, by extension, the potential cash loss, the fair value of investments in the Trifork Labs segment are subject to valuation at each balance sheet date as well as ongoing impairment adjustments of the value of such investments. Any impairments of the value of the investments in the Trifork Labs segment will be recognized in the Group's consolidated financial statements and carried as a loss in the consolidated income statements of the Group. Any and all investments made by the Group in such companies may lose their value in part or completely, which could have a material adverse effect on the Group's financial result.

In addition to the direct financial results related to the investments in the Trifork Labs segment, the investments provide the Group with know-how and act as a catalyst for innovation and often enables the Group to act as a

reseller of the intellectual property developed in such Trifork Labs companies. However, there can be no assurance that intellectual property, know-how or innovation will be developed or that it will be available for utilization by the Group or outweigh the costs associated with co-founding and investing in the companies in the Trifork Labs segment. The Group has committed and will continue to commit significant resources and incur legal, accounting, financial or other costs related to the investments. If the strategic and financial rationale underlying the investments in the Trifork Labs segment are not realized in full, or at all, the costs incurred in co-founding, investing and developing such investments may be greater than any profits, know-how and innovation made through such investments, and the Group may incur significant losses, which could have a material adverse effect on the Group's business, financial condition and/or results of operations.

28. *Adverse political and macro-economic events may negatively impact the business of the Group and demand for the Group's products, including as a result of the adverse effect on global economic conditions and financial markets*

The Group is headquartered in Switzerland and operates internationally with principal operations in Northern Europe and primary customer activities in the United Kingdom, Denmark, Germany, the Netherlands, Switzerland and Sweden. As a result of the international profile of the Group, the Group is inherently exposed to political events that cause uncertainty and unrest, including sovereign debt and economic crises, in the markets in which it operates, which could impact operations of the Group's customers and adversely affect demand for the Group's products by such customers. Further, adverse political and macro-economic events could lead to difficulties in servicing customers and operating in such markets.

As an example, the United Kingdom's withdrawal from the EU in January 2020 (commonly referred to as "**Brexit**"), have raised a number of questions regarding the stability and overall standing of the EU as a single economic and monetary area. Brexit continues to create significant uncertainty about the post-Brexit relationship between the United Kingdom and the EU, including whether the United Kingdom will be able to continue to benefit from the EU's freedom of movement of persons and services and similar agreements, and the potential divergence of national laws and regulations as the United Kingdom determines which EU laws to replace or replicate. In particular, Brexit may limit the Group's ability to attract and retain qualified personnel in the United Kingdom. The continued uncertainty may cause increased volatility and potentially have a negative economic impact on the markets, particularly in the EU. Further, Brexit could also raise concerns relating to the future standing of the EU overall, as other EU member states could similarly consider withdrawal. Adverse political events, including if other EU member states in which the Group operates or contemplates to operate, including Denmark, pursue withdrawal, could result in the operations of the Group being materially interrupted or otherwise negatively impacted, which could have a material adverse effect on the Group's business, financial condition and/or results of operations.

Adverse political developments, or the perception that any of them could occur, have had and are likely to continue to have a material adverse effect on global economic conditions, exchange rates and on the stability of global financial markets, particularly in EU. Asset valuations, currency exchange rates and credit ratings may be subject to increased market volatility, which could have a material adverse effect on the Group's business, financial condition and/or results of operations. See "*—The Group's operating results may be materially adversely affected by fluctuations in foreign currency exchange rates or restrictions in its ability to convert funds into its operating currencies*".

29. *A public sector customer's decision following a tender won by the Group to award the contract to the Group may be challenged before administrative tribunals and/or courts and it is uncertain whether the Group will be successful in defending against such a challenge*

Swiss, EU and Danish public procurement rules governing the process of tenders and re-tenders of contracts for public customers provide, and procurement rules in other jurisdictions in which the Group may in the future make bids on public tenders may provide, for statutory complaint periods during which competing tenderers who lost a tender may challenge the public authority's decision to award a contract to the bidder who won the tender. Such challenges may be based on various reasons, mainly pertaining to the public authority's failure to ensure that the tender procedure complied with both the principles of equal treatment and transparency, such as the claim of the competing tenderer that it was not granted a fair chance of obtaining the contract. Such challenges have been made in the past and may occur in the future in relation to tenders awarded to the Group, which may delay the Group's provision of services under the contract. Further, such challenges would usually be lodged against the public authority, leaving the Group with limited (if any) possibilities for intervening or defending the claim. If the challenge of an award decision is successful, in Denmark the public authority will be obliged to terminate the contract (and certain public contracts provide the public authority with a right of

termination in such situations), and in other jurisdictions the consequence may also be that the Group will lose the contract. If the Group, as a consequence of the challenge of an award decision, loses the contract, this could have a material adverse effect on the Group's business, financial condition and/or results of operations.

30. The Group may incur additional costs from its use of subcontractors and may be liable for their mistakes and such subcontractors may not be available to the Group on commercially favorable terms or at all

From time to time, the Group uses subcontractors to fill shortages in staffing or to satisfy needs for particular expertise, such as speakers at conferences or external consultants performing development work in customers projects. In addition, the continued use of subcontractors instead of employees is more prevalent in certain markets. The Group may be responsible for errors, defects and failures caused by its sub-contractors in the same way it is for its own employees and there are generally higher costs associated with subcontractors, and, should such errors, defects or failures occur, it could have a material adverse effect on the Group's business, financial condition and/or results of operations, in particular if the ratio of subcontractors to employers increases and if large volumes of major workorders are assigned to subcontractors. In addition, there can be no assurance the such subcontractors are available to the Group on commercially favorable terms or at all, and, as a result, the Group may forego business as a result of not being able to fill shortages in staffing or to satisfy needs for particular expertise.

These risks related to the use of subcontractors could, if they materialize, have a material adverse effect on the Group's business, financial condition and/or results of operations.

31. The Group could be subject to liability if its strategic partners, vendors or service providers do not perform their obligations or deliver their contributions on time or at all

The Group's business at times requires that its IT services incorporate or coordinate with the software, systems or infrastructure platforms of its strategic partners. Strategic partnerships are an integral part of the value offering of the Group and enables the Group to include components developed by such partners in the Group's offerings and enables training for the employees of the Group in specific technologies and products. In addition, such partnerships allow for support and expertise for the Group's employees on short notice. The Group is also at times required to incorporate or coordinate its IT services with the software, systems or infrastructure platforms of other vendors and service providers that it considers crucial to its development efforts and an important part of its business strategy. The most material strategic partners, vendors and service providers of the Group are Apple, SAP, Google, Microsoft, AWS and Humio.

Some of these strategic partners, vendors, or service providers may also be the Group's competitors in certain instances. The Group's ability to serve its customers and deliver and implement its IT services in a timely manner depends on the ability of its strategic partners, vendors, and service providers to perform their obligations and deliver their products and services in a timely manner and in accordance with contractual and product requirements. It also depends upon the Group's ability to effectively oversee their performance. The Group in some cases rely on third parties, in particular to provide infrastructure outsourcing services, public cloud services, data center services and certain transition and transformation projects, as well as to provide additional capacity when customer demand or contract sequencing requires it. Changes in the pricing or other terms of the Group's agreements with its strategic partners, vendors, or service providers, or their failure to implement their services and deliverables in a correct and timely manner, could materially adversely affect the Group's ability to perform under the contract and subject it to additional costs and liabilities or reputational damage, which could have a material adverse effect on the Group's business, financial condition and/or results of operations.

The Group is generally liable towards its customers for the timely and competent delivery and performance of some of its IT services by strategic partners, vendors, and service providers under the terms and conditions of its contracts with customers. See "*Business—Material contracts—General Customer Agreement Set-up*" When possible, the Group seeks to enter into back-to-back contracts with strategic partners, vendors, and service providers to pass on the Group's risks of liability to customers due to failure by such parties to timely and competently perform their obligations. However, the Group is not always able to enter into such back-to-back contracts, for example with respect to license providers, public cloud providers or to some extent with data center co-location providers, or as a result of the competitive situation between the Group and its strategic partners, vendors, and service providers or the financial capabilities of the subcontractor. Such contracts can also limit liability to a large extent. Furthermore, even if the Group enters into a back-to-back arrangement, it may not eliminate its liability risk. For example, a service provider's potential liability for damages or penalties may be capped or otherwise limited at a lower level than the Group's own caps and limits with the Group's

customers, meaning that it may not be able to recover the full amount of its losses from a service provider (including as a result of the bankruptcy of a service provider) if at all or may be excluded due to insolvency proceedings instigated against the service provider, which could have a material adverse effect on the Group's business, financial condition and/or results of operations.

In addition, the Group depends to some extent on third parties for support services necessary to its business, including software and hardware vendors supporting products supplied to the Group. The failure of any of these third parties to adequately provide such support services could have a material adverse effect on the Group's business, financial condition and/or results of operations.

32. *The Group's use of open source software to develop new IT solutions could expose it to additional risks*

In some cases, the Group combines its proprietary software with certain open source software. See "*The Group utilizes third-party intellectual property rights in certain of its products and services and is exposed to the risk of infringing third-party intellectual property rights*". Open source software is accessible, usable and modifiable by anyone, provided that users and modifiers abide by restrictions and requirements imposed by the applicable open source license. Usage of certain open source software can lead to greater risks than use of third-party commercial software, as open source licensors generally do not provide warranties or controls on the origin of software, while the Group may still be liable towards its customers for the offered IT services based on open source software. Under certain conditions, the use of some open source code to create derivative code may obligate the Group to make the resulting derivative code available to others at no cost, which may impact the profitability of the Group. The Group monitors the use of open source code in an effort to avoid situations that would require making parts of its core proprietary technology freely available as open source code. The Group generally either only uses code licensed under open source licenses that allow redistribution and sale of the resulting products without restriction or it seeks to limit the use of open source code that would require release of underlying source code to the development isolated components of the Group's products that the Group could release without releasing its core proprietary technology. However, there can be no assurance that the Group will not use code governed by more restrictive licenses or that a court will not interpret a license to require certain source code to be made available to the public without charge, which could have a material adverse effect on the Group's business, financial condition and/or results of operations.

Moreover, the inclusion of open source or other intellectual property licensed from third parties on a non-exclusive basis could limit the Group's ability to differentiate its IT solutions from those of its competitors, which could harm its business and could have a material adverse effect on the Group's business, financial condition and/or results of operations.

33. *Certain of the Group's products and solutions could be used by end-users or third-parties for potentially harmful or malicious purposes or otherwise in a way in which the products were not intended, which could cause significant reputational damage to the Group and expose the Group to litigation*

Certain of the IT products and solutions delivered by the Group may potentially be used by customers or third-parties for purposes, which they were not intended, including for unethical or unlawful purposes. The Group is generally not able to control how the software is used by the end-user or by third-parties having obtained access to such software. Further, the software delivered to a customer will typically be the intellectual property of such customer and the Group may have limited or no legal recourse, if the customer uses the software for purposes, which they did not present to the Group. For certain of the Group's products, the Group will enter into a licensing agreement with the customer. While the Group may specify that the product may not be used for certain specific types of purposes, the Group will not be able to foresee and mitigate all potential harmful purposes that the product may be used for. In addition, the Group may not be able to control whether the product delivered is in fact used for the purpose stipulated in such license agreement.

Further, a third-party may come into possession of such software, including through the use of cyber attacks, which are outside the control of the Group or its customers. Should the products delivered by the Group be used for harmful or malicious purposes or otherwise in a way in which the products were not intended, the reputation of the Group may be significantly damaged, which could have a material adverse effect on the Group's business, financial condition and/or results of operations. In addition, such misuse of the Group's products may cause the Group to be named in lawsuits or other types of claims. Even if the Group is successful in defending against such claims, the litigation or arbitration may result in negative publicity and significantly damage the reputation and brand of the Group and divert managerial resources away from the operation and management of the Group, which could have a material adverse effect on the Group's business financial condition and/or results of operations.

34. *If the Group was prevented from invoicing its services or collecting its receivables, including if debtors default on their obligations towards the Group, the Group's results of operations and cash flows could be materially adversely affected and the Group's credit assessments of customers may be inaccurate*

The Group's business depends on its ability to successfully and on a timely basis obtain payment from its customers of the amounts they owe to the Group for work performed. Payment terms vary among customers, including between private and public sector customers. In recent years, private sector customers have increasingly extended their payment terms leading, in certain cases, to delayed recoveries by the Group for amounts due. Contracts with public customers are generally subject to more onerous terms, including payment terms, than those applicable for customers in the private sector. With the acquisition of Nine A/S, the Group was further exposed to such customers in the public sector.

The nature of the Group's contracts sometimes requires it to commit resources to a workorder prior to receiving advances, progress or other payments from customers in amounts sufficient to cover expenditures on the workorder as they are incurred. Delays in customer payments may subject the Group to working capital shortages. If a customer defaults in making payments for products to which the Group has devoted significant resources or if a product in which it has invested significant resources is delayed, cancelled or does not proceed to completion without the Group being reimbursed accordingly, it could have a material adverse effect on the Group's revenue and profitability.

The Group generally carries out credit assessments of new customers and usually bills and seeks to collect on relatively short cycles. However, the Group may not accurately assess the creditworthiness of its customers or its creditworthiness assessment may become outdated, including as a result of macro-economic developments or the ongoing Covid-19 pandemic. The credit assessments are carried out on a decentralized basis and the validity of such assessments may prove to be inaccurate. This could cause customers to delay payments, request modifications to their payment arrangements that could increase the Group's receivables balance, or cause customers to default on their payment obligations. The Group may incur significant reputational damage, if it were to demand payment in accordance with the original terms of the contracts with customers, or the customer may not otherwise be able to honor such terms. The Group has established provisions for losses of receivables and unbilled services. Actual losses on customer receivables could differ from those that the Group currently anticipates, and, as a result, the Group might need to adjust its provisions. Timely collection of customer receivables also depends on the Group's ability to complete its contractual commitments and bill and collect its contracted revenue. If the Group is unable to meet contractual requirements, it might experience delays in collection and/or be unable to collect its customer balances, and if this occurs, it could have a material adverse effect on the Group's business, financial condition and/or results of operations.

35. *The Group's order backlog is subject to certain assumptions and estimates and expected revenue may not be realized in full*

The Group's order backlog includes the revenue expected to be earned over the next 6-12 months by the Build and Run sub-segments as part of the Group's continuing operations with respect to software that is expected to be developed that is not yet delivered to the customer. The Group's order backlog comprises recurring revenue (revenue expected to be derived from licenses and royalties, operations and support agreements and long-term development contracts covering periods greater than twelve months), re-occurring revenue (revenue expected to be derived from customers with whom Trifork has had a commercial relationship over more than two years, regardless of whether product development is expected to be completed within twelve months) and other sources of expected revenue (including regular conferences and events, new revenue that is expected to be one-off in nature, and customer product development for new customers). See "*Operating and Financial Review—Non-IFRS Financial Measures and Other Key Performance Indicators—Order Backlog.*"

The Public sector segment has a high degree of revenue visibility due to multi-year fixed price tender contracts with a significant share of maintenance and operations revenue. In contrast, private sector contracts typically have a duration of approximately 6 to 18 months and larger share of time and material engagements reflecting a fundamental difference in the purchasing pattern for private sector segment customers compared to public sector segment customers. Private customers tend to renew their contractual engagements with the Group and a higher proportion of revenue will therefore by definition be maintenance-based, which is also different from the dynamics in the public sector segment.

A certain portion of expected future revenues is regularly excluded from the order backlog as such deliverables, and the related staffing, is only agreed upon one to three months prior to delivery. In addition, each of the Group's business units has its own pipelines and anticipated opportunities for customer product development, including work that is expected to replace or extend an existing and on-going engagement but for which no

resources have yet been finally agreed and allocated. Such work and the expected revenues corresponding thereto are not included in the Group's order backlog.

There is a risk that circumstances may change with respect to ongoing engagements between the Group and its customers impacting revenue attribution to planned continued engagements. The calculation of revenue visibility is subject to certain assumptions and estimates. For example, the Group's estimates may assume the achievement of milestones on a timely basis when calculating revenue visibility and missed milestones may therefore dilute the value of a contract as a consequence of liquidated damages or other liabilities and may also delay revenue to later accounting periods. Furthermore, the Group's estimates also assume certain volumes and certain rates of prolongation under the time and material engagements, which may not materialize. For example, delays may trigger extended cancellation for convenience or cancellation for cause provisions. The Group's estimates of future revenue, and to a lesser extent, future profit margins, are to a significant degree dependent on its revenue visibility. However, revenue visibility as of any date constitutes forward-looking statements which are not guarantees of future financial performance and the Group's actual future revenue could differ materially from that expressed or implied by such forward-looking statements as a result of many factors. When the Group's contracts are terminated or not renewed, or, in the case of framework agreements, work orders are not entered into thereunder, the Group loses the expected revenue, and it may take significant time to replace the level of revenue lost and may not be able to replace the lost revenue, which may affect the Group's revenue visibility.

If any of the risks arising from the Group's calculation of revenue visibility materialize, this could have a material adverse effect on the Group's business, financial condition and/or results of operations.

36. Changes in the effective tax rate or tax liability may have an adverse effect on the Group's net income

The effective tax rate of the Group in the financial year 2020 was 5.1%. The effective tax rate could increase due to several factors, including:

- Changes in the relative amounts of income before taxes in the various jurisdictions in which the Group operates that have differing statutory tax rates;
- changes in tax laws, tax treaties, tax policies and regulations, or the interpretations thereof;
- the outcome of current and future tax audits, examinations, investigations or administrative appeals;
- limitations or adverse findings regarding the Group's ability to do business in certain jurisdictions; and
- profit or loss from investments in the Trifork Labs segment, which might be taxable/non-deductible

In addition, operating at a customer site could lead the Group to become subject to tax in the jurisdiction of such site, which could affect the profitability and results of operations of the Group.

If the effective tax rate of the Group is increased, it could have a material adverse effect on the net income of the Group.

37. The Group is subject to transfer pricing

The Company and its subsidiaries are engaged in intra-group transactions. Under applicable transfer pricing rules in jurisdictions such as Switzerland, Denmark, United Kingdom and the Netherlands, such transactions must adhere to the arm's length principle and statutory documentation demonstrating adherence to the arm's length principle must be prepared. Non-arm's length pricing may result in income adjustments and an increase of corporate tax liability. Swiss tax authorities assess the adequacy of transfer prices as part of corporate income tax and withholding tax audits. In general, the statute of limitations for Swiss tax assessments is five years after the end of the relevant fiscal year. For purposes of Swiss corporate income tax, this period may be extended up to 15 years by administrative action targeted at an assessment. Under Danish tax laws, the statute of limitations for transfer pricing assessments is 1 May of the sixth year after the end of the relevant income year under review.

The Group has adopted a transfer pricing policy. However, transfer pricing is subject to interpretation and subjective judgements and there can be no assurance that Swiss or foreign tax authorities will not challenge the adopted transfer pricing policy. Such challenge may increase the Group's corporate tax liability (retroactively and in the future) and, if corresponding (downward) income adjustments are not granted in the other applicable jurisdiction(s), it may lead to economic double taxation. Furthermore, the Group may be subject to fines.

Any of the foregoing could have a material adverse effect on the Group's business, financial condition and/or results of operations.

38. *The Group's international operations are subject to certain risks inherent in doing business internationally*

The Group is highly international. Headquartered in Switzerland, the Group also operates in Denmark, the Netherlands, the United Kingdom, Sweden, the United States and elsewhere. It is a strategic focus of the Group to expand its operations and the Group may continue to expand its operations outside these jurisdictions organically or through acquisitions. The Group may not be able to compete effectively in such international markets for IT services and the cost of expanding into international markets may be substantially greater than expected and outweigh the positive impact of such acquisitions, if any. Further, the diverse and international nature of the Group's operations may cause the Group to allocate resources to certain business areas within the Group which are not as profitable as other business areas within the Group. If the Group fails to compete effectively with existing or new competitors in the new markets it enters, or if the costs associated with entering such new markets are substantially greater than expected, this could have a material adverse effect on the Group's business, financial condition and/or results of operations. In addition, the Group may be required to reconsider its strategy to invest in its international expansion plans and there can be no assurance that such strategy will be commercially successful.

The Group's international operations increase the Group's exposure to risks inherent in operating in these countries, including supervision of local management, fluctuations in foreign exchange and inflation rates, international hostilities, terrorism, natural disasters, pandemics, infrastructure disruptions and security breaches, which could have a material adverse effect on the Group's business, financial condition and/or results of operations. International operations are subject to numerous, and sometimes conflicting, legal rules on matters as diverse as import/export controls, trade restrictions, tariffs, taxation, sanctions, government affairs, internal control obligations, data privacy and labor relations, including obtaining work permits for the Group's employees. Violations of these laws or regulations in the conduct of the Group's business could result in fines and/or criminal sanctions, unfavorable publicity, damage to its reputation, restrictions on its ability to process information or do business, allegations by the Group's customers that it has not performed its contractual obligations or other unintended consequences. In the course of complying with such laws and regulations, the Group may incur significant costs, which could affect its profitability. Local laws of the countries in which the Group operates might be insufficient to protect the Group's rights or otherwise limit or restrict its business. The Group's failure to comply with applicable legal and regulatory requirements could have a material adverse effect on the Group's business, financial condition and/or results of operations. Further, the Group's business continuity and disaster recovery plans for the local systems in the jurisdictions in which the Group is active outside Switzerland and the Nordic region may not be effective if catastrophic events occur in any of these countries.

If any of these circumstances occur, it could have a material adverse effect on the Group's business, financial condition and/or results of operations.

39. *The Group's operating results may be materially adversely affected by fluctuations in foreign currency exchange rates or restrictions in its ability to convert funds into its operating currencies*

The Group reports its operating results in EUR, but a portion of the Group's operating revenue and expenses are denominated in currencies other than EUR due to activities in, *inter alia*, Denmark, the United Kingdom, Switzerland, the United States, Canada, Sweden, Poland and Hungary, in particular, where the Group has expenses as well as income in the local currencies. Fluctuations in foreign currency exchange rates can have a number of adverse effects on the Group. See "*Operating and Financial Review—Key Factors Affecting the Group's Results of Operations—Exchange rates*".

Because the Group's consolidated financial statements are presented in EUR, the Group translates operating revenue and expenses, as well as assets and liabilities, into EUR at exchange rates in effect during or at the end of each reporting period, as required by IFRS as adopted by IASB. Therefore, strengthening of the EUR against the functional currencies of the Company's subsidiaries will result in a decrease in the Group's revenue as reported in EUR. In addition, some of the Company's subsidiaries often incur costs in, and generate income in, currencies other than their respective reporting currencies, exposing them to foreign currency transaction risk.

The Group generally nets all currencies internally and only hedges potential currency risks if material net positions are calculated in currencies where the Group does not foresee such currencies to be used for future investments. Currency fluctuations could therefore have a material adverse effect on the Group's business, financial condition and/or results of operations.

40. *The Group is exposed to the risk of not accurately forecasting volumes or anticipating the cost and complexity required of fixed fee contracts or contracts with degressive price models, which could cause such contracts to be unprofitable*

The Group offers its products and services to customers under different pricing structures, typically in the form of time-and-materials contracts. However, certain of its engagements are on fixed price contracts, or a mix of time-and-materials and fixed price. The choice of the pricing structure depends on the complexity of the products and services being delivered. A majority of the Group's contracts with customers are based on time-and-materials pricing models.

The pricing of fixed price contracts is complex and highly dependent on the Group's internal estimates, predictions and assumptions. Such internal estimates, predictions and assumptions may ultimately prove to be wrong. For example, a cost overrun may occur as a result of complexities arising in a product, which neither the Group nor the customer was aware of when entering in the contract. Further, these estimates, predictions and assumptions might be based on limited data and could turn out to be inaccurate. If the Group does not accurately estimate the scope of the Group's costs and timing for completing products, its fixed price contracts could prove unprofitable for the Group or yield lower profit margins than anticipated, which would reduce the profitability of the Group and could have a material adverse effect on the Group's business, financial condition and/or results of operations.

Further, the Group may not be able to increase the profitability of a loss-making contract as fixed price services agreements often only allow the customer to cancel for convenience and/or include provisions in the contract reducing the Group's ability to leverage more cost-effective delivery models. Contracts entered into on a variable price time and materials basis, but subject to caps on fees, purchase price adjustment mechanisms or similar arrangements that constrain the fees the Group can charge but do not limit the Group's potential costs, are subject to similar risks. In addition, if the Group does not accurately forecast the volumes of time and materials required for time-and-materials contracts, the total contract value of the Group's contracts could be lower than anticipated.

The Group's pricing, cost and profit margin estimates for the work that the Group performs under its fixed fee contracts may include anticipated long-term cost savings from transformational and other initiatives that the customer expects to achieve and sustain over the life of the contract. There is a risk that the Group will under-price the Group's products and services, fail to accurately estimate the costs of performing the work or fail to accurately assess the risks associated with potential contracts. Any increased or unexpected costs, delays or failures to achieve anticipated cost savings, or unexpected risks that the Group encounters in connection with the performance of its work, including those caused by factors outside the Group's control, could have a material adverse effect on the Group's business, financial condition and/or results of operations.

4.2 Risks Relating to the Offering

41. *Following the Offering, two of the Significant Shareholders will continue to be large shareholders and may control or otherwise influence important actions the Group takes*

Two of the continuing Significant Shareholders, will in connection with the allocation and prior to the Admission hold 41.58% of the Shares. Upon the completion of the Offering, such Significant Shareholders will own 5,118,835 Shares, corresponding to 25.92% of the Company's share capital and voting rights, assuming full exercise of the Over-allotment Option, and 5,452,767 Shares, corresponding to 27.62% of the Company's share capital and voting rights, assuming no exercise of the Over-allotment Option.

Depending on general attendance at, or voting in writing prior to, the general meeting, these Significant Shareholders may hold more than 50% of the voting rights and the share capital represented at the Company's general meeting following completion of the Offering and thereby have a controlling influence over decisions requiring a simple majority of the voting rights and the share capital represented at the general meeting, including, among other things, the election and dismissal of the members of the Board of Directors and declarations of dividends. Also, depending on general attendance at, or voting in writing prior to, the general meeting, these Significant Shareholders may also hold two-thirds or more of the voting rights and the share capital represented at the general meeting and thereby have a controlling influence over decisions requiring a two-thirds majority, including the amendment of the Company's articles of association (the "**Articles of Association**"), an increase or decrease of the share capital, decisions on mergers and demergers etc. For more information regarding the majority requirements at the Company's general meeting, see "*Description of the Shares and Share Capital—Quorum and Majority Requirements*".

Accordingly, these Significant Shareholders may be able to influence the direction of the Group's operations and other affairs through representation on the Board of Directors. This concentration of share ownership could have the effect of delaying, postponing or preventing a change of control in the Company, and impact mergers, consolidations, acquisitions or other forms of combinations, which may or may not be desired by other shareholders. No assurances can be given that the interests of these Significant Shareholders will not differ from the interests of other shareholders. The interests of such Significant Shareholders may not be aligned with the interests of minority shareholders with respect to such voting decisions.

42. The Shares are not currently publicly traded, and their price may be volatile and fluctuate

Although the Group historically has been trading in treasury shares and purchased shares under a share buyback programme, there is currently no public market for the Shares, and an active and liquid trading market may not develop or be sustained after the Offering. If an active and liquid trading market does not develop or is not sustained, the liquidity and trading price of the Shares could be materially adversely affected and investors, including prospective investors, may have difficulty disposing of their Shares. The market price of the Shares may subsequently vary from the Offer Price and may be higher or lower than the price paid by investors. The trading price of the Shares may fluctuate in response to many factors, including extraneous factors beyond the Company's control.

In addition, Nasdaq Copenhagen or the global securities markets may experience significant price and volume fluctuations, as they have done in recent years, which may have a material adverse effect on the market price of the Shares and create a risk that investors may not be able to sell their Shares at the Offer Price or a higher price.

While Trifork A/S has previously been listed on Nasdaq Copenhagen, there can be no assurance that the performance of the Shares, including in respect of price developments, will be comparable to the prior performance, and the past results are no guarantees, and may not be indicative, of future performance.

43. The performance of listed companies within the same industry as the Group and general market sentiment related to IT industry may inadvertently influence the price of the Shares, even if the performance of the Group remains unchanged

There is a limited number of companies comparable to the Group listed on Nasdaq Copenhagen. The performance of such companies may indirectly affect the price of the Shares, even if the performance of the Group remains unchanged. Further, the general market sentiment may be negatively influenced based on results of companies comparable to the Group, and the market may take a negative outlook on the IT industry taken as a whole even if the performance of the Group outperforms the industry average, which could lead to a downward pressure on the price of the Shares and cause the price of the Shares to decrease.

44. If securities or industry analysts do not publish research or publish inaccurate or unfavorable research about the Group, the price of the Shares and their trading volume could decline

The trading market for the Shares depends in part on the research and reports that securities or industry analysts publish about the Company. As a newly listed public company, it is expected that a limited number of securities analysts will publish research reports about the Group. However, the Group has no control over whether research coverage will in fact be established and, in any case, no control over the contents on such reports. In the future, if no or only limited securities or industry analysts cover the Group, the trading price for the Shares would be negatively impacted. If one or more of the analysts who covers the Group downgrades the Shares or publishes inaccurate or unfavorable research about the Group, the price of Shares would likely decline. If one or more of these analysts ceases coverage of the Group or fails to publish reports on the Group regularly, or downgrades the Shares, demand for Shares could decrease, which could cause the price of the Shares or their trading volume to decline.

45. There can be no assurance that the Company will not be a passive foreign investment company (a "PFIC"), for any taxable year, which could result in adverse U.S. federal income tax consequences to U.S. investors in the Shares

In general, a non-U.S. corporation is a PFIC for U.S. federal income tax purposes for any taxable year in which (i) 50% or more of the value of its assets (generally determined based on the average of the quarterly values of its gross assets) consists of assets that produce, or are held for the production of, passive income, or (ii) 75% or more of its gross income consists of passive income. For purposes of the above calculations, a non-U.S. corporation that owns, directly or indirectly, at least 25% by value of the shares of another corporation is

treated as if it held its proportionate share of the assets of the other corporation and received directly its proportionate share of the income of the other corporation. Passive income generally includes dividends, interest, rents, royalties and gains from financial investments. For these purposes, cash is a passive asset and goodwill is generally an active asset to the extent associated with business activities that produce active income.

Based on the current and expected composition of the Company's income and assets and the value of the Company's assets, the Company does not expect to be a PFIC for its current taxable year. However, the Company's PFIC status for any taxable year is an annual determination that can be made only after the end of that year, and will depend on the composition of the Company's income and assets and the value of its assets from time to time (including the value of its goodwill, which may be determined in part by reference to the market price of the Shares, which could be volatile). Because the value of the Company's goodwill may be determined by reference to its market capitalization, the Company could become a PFIC for any taxable year if the price of its Shares declines significantly while it holds a substantial amount of cash and financial investments. Accordingly, there can be no assurance that the Company will not be a PFIC for its current or any future taxable year. If the Company were a PFIC for any taxable year during which a U.S. taxpayer owned Shares, the U.S. taxpayer generally would be subject to adverse U.S. federal income tax consequences, including increased tax liability on disposition gains and "excess distributions" and additional reporting requirements. See *"Taxation—Certain U.S. Federal Income Tax Considerations—Passive Foreign Investment Company Rules."*

46. *Future sales of Shares after the Offering may cause a decline in the market price of the Shares*

The market price of the Shares could decline as a result of sales of Shares by the Company, the Significant Shareholders, the Cornerstone Investors or the Company's other shareholders after the Offering or the perception that these sales could occur. These sales also may make it difficult for the Company to issue equity securities in the future at a time and a price that the Company deems appropriate. Following the Offering, the Company and certain of the Shareholders will be subject to customary contractual lock-up provisions, in each case for a limited period only and subject to customary exceptions. After the expiry of the applicable lock-up periods, the existing Shareholders could sell their holdings of Shares in whole or in part. In addition, the Company could issue new Shares in public or private transactions or sell treasury shares after the expiry of the lock-up period. See *"Plan of Distribution—Lock-up Arrangements"* for additional information. Any such future issuances or sales by the Company could dilute the ownership interests of the Shareholders, and sales by the Shareholders, or the mere perception that such sales could occur, could adversely affect the trading price of the Shares. See also *"—Future offerings of debt or equity securities by the Company may adversely affect the market price of the Shares, and future capital measures could lead to a significant dilution of existing shareholdings in the Company"*.

47. *Future offerings of debt or equity securities by the Company may adversely affect the market price of the Shares, and future capital measures could lead to a significant dilution of existing shareholdings in the Company*

The Group may require further capital in the future to finance its business operations and planned growth or to fulfil regulatory requirements. Therefore, the Group may seek to raise capital through offerings of debt securities (possibly including convertible debt securities) or additional equity securities. An issuance of additional equity securities or securities with a right to convert into equity, such as convertible bonds or warrant bonds could adversely affect the market price of the Shares and would dilute the economic and voting interests of existing shareholders if made without granting subscription rights to existing shareholders. Even if existing shareholders were granted subscription rights, investors in certain jurisdictions may not be able to acquire and/or exercise any subscription rights due to local laws. Because the timing and nature of any future offering would depend on market conditions, it is not possible to predict or estimate the amount, timing or nature of future offerings.

In addition, the acquisition of other companies or investments in companies in exchange for newly issued Shares as well as the exercise of any stock options by the Group's employees in the context of possible future stock option programmes or the issuance of Shares to employees in the context of possible future employee stock participation programmes, could lead to a dilution of the economic and voting interests of existing shareholders. Furthermore, a proposal at the Company's general meeting to take any of the above-mentioned measures, with dilutive effects on the existing shareholdings, or any other announcement thereof, could adversely affect the market price of the Shares.

48. *The Company may not be able or may decide not to pay dividends at a level anticipated by shareholders on its Shares, which could reduce investors' return on Shares and could affect the market price of the Shares*

The Company's results of operations and financial condition are entirely dependent on the trading performance of the members of the Group. The Company's ability to pay dividends will depend, among other things, on its financial performance, any restrictions relating to regulatory capital in subsidiaries and the availability of distributable profits and reserves and cash available for this purpose, and such other factors as the Board of Directors may deem relevant as well as other legal and regulatory requirements. As a holding company, the Company's ability to pay dividends in the future is affected by a number of factors, principally the Company's ability to receive sufficient dividends from its subsidiaries. The payment of dividends by subsidiaries is, in turn, subject to restrictions, including the existence of sufficient distributable reserves and cash in those. These restrictions could limit or prohibit the payment of dividends to the Company by its subsidiaries, which could restrict the Company's ability to pay dividends to Shareholders.

The Board of Directors has adopted a dividend policy pursuant to which it currently intends to retain a significant part of its available financial resources and any earnings generated by the Group's operations for use in its business, primarily to support the Group's organic and acquisitive growth for the long-term benefit of the Group and the Company's shareholders. Accordingly, the Company targets an initial pay-out ratio of approximately 25% of the profit for the year to the shareholders, which may be lowered depending on the funding needs for organic and acquisitive growth. See "*Dividends and Dividend Policy*". There can be no guarantee that the Group's revenue, profit and cash flow may support the payment of dividends. The payment of dividends is at the discretion of the Board of Directors and will be subject to, among other things, applicable law, regulations, restrictions, the Company's financial position, regulatory capital requirements, working capital requirements, finance costs, general economic conditions and other factors that the Board of Directors deems significant from time to time.

49. *Shareholders in the United States and other jurisdictions outside of Denmark may not be able to participate in future equity offerings*

The Articles of Association to be adopted upon Admission provide for pre-emption rights to be granted to Shareholders, unless such rights are waived by a Shareholder resolution at a general meeting or the Shares are issued on the basis of an authorization to the Board of Directors under which the Board of Directors may waive the pre-emption rights. See "*Description of the Shares and Share Capital—Authorized Share Capital*" for a description of the authorizations to increase the share capital which have been granted to the Board of Directors.

However, securities laws of certain jurisdictions may restrict the Company's ability to allow participation by Shareholders in future offerings. In particular, Shareholders in the United States or in certain other jurisdictions may not be entitled to exercise these rights unless either the rights and the Shares are registered under the U.S. Securities Act, or the rights and the Shares are offered pursuant to an exemption from, or transaction not subject to, the registration requirements of the U.S. Securities Act, or equivalent local securities laws. In such cases, Shareholders resident in such non-Danish jurisdictions may experience a dilution of their shareholding, possibly without such dilution being offset by any compensation received in exchange for subscription rights. The Company cannot assure prospective investors that any exemption from such overseas securities law requirements would be available to enable Shareholders in the United States or other non-Danish jurisdictions to exercise their pre-emption rights or, if available, that the Company will utilize any such exemption.

50. *The Offering may be withdrawn after Admission to trading and official listing of the Shares and until settlement of the Offering*

As described in "*The Offering—Withdrawal of the Offering*", the Underwriting Agreements (as defined herein) contain a provision entitling the Joint Global Coordinators to terminate the Offering (and the arrangements associated with it) after Admission of the Temporary Purchase Certificates to trading on Nasdaq Copenhagen and prior to settlement of the Offering by delivery and payment of the Temporary Purchase Certificates representing the Offer Shares. Such termination rights may only be exercised under certain circumstances, including force majeure and material changes or prospective material changes in the financial condition of the Company's business. Such termination rights will lapse upon settlement of the Offering, except in respect of the Option Shares. The termination rights of the parties to the Underwriting Agreements will lapse, in respect of the Option Shares, upon settlement of the sale of the Option Shares, if the Over-allotment Option is exercised.

Nasdaq Copenhagen's approval of the Admission is subject to such termination rights not having been exercised after announcement of the results of the Offering and prior to settlement of the Offering (excluding any termination rights in respect of the Over-allotment Option). The Underwriting Agreements contain closing conditions which the Company believes are customary for offerings such as the Offering. In addition, the Company has given customary representations and warranties to the Joint Global Coordinators. The completion of the Offering is dependent on compliance with all of the closing conditions set forth in the Underwriting Agreements. If one or more closing conditions are not met, the Joint Global Coordinators may withdraw the Offering.

If the Offering is terminated or withdrawn, the Offering and any associated arrangements will lapse, all submitted orders will be automatically cancelled, any monies received in respect of the Offering will be returned to the investors without interest (less any transaction costs) and admission to trading and official listing of the Temporary Purchase Certificates or the Shares on Nasdaq Copenhagen will be cancelled. Consequently, any trades in the Temporary Purchase Certificates and/or Shares effected on or off the market before settlement of the Offering may subject investors to liability for not being able to deliver the Temporary Purchase Certificates and/or Shares sold, and investors who have sold or acquired Temporary Purchase Certificates and/or Shares on or off the market may incur a loss. All dealings in the Temporary Purchase Certificates and/or the Offer Shares prior to settlement of the Offering are for the account of, and at the sole risk of, the parties concerned.

51. The Company is a Swiss company and subject to Swiss corporate law, which in some respects differ from Danish company laws and regulations

The Company is a stock corporation incorporated and registered in accordance with Swiss law.

The general meetings of the Company may be held outside of Denmark and the rights of investors in the Shares may be difficult to exercise in practice. In addition, such shareholder rights may not be equivalent to rights extended to shareholders in Danish companies and there can be no assurance that the level of legal protection offered to investors in Danish companies are equivalent to that offered to investors in Swiss companies.

While the Group intends to follow comparable governance practices as those in Danish companies, differences may apply as a result of Swiss law. See “*Board of Directors and Executive Management—Board Practices*” and “*Description of the Shares and Share Capital—Comparison of Swiss Corporate Law and the Company's Articles of Association and Danish Corporate Law*”. Investors may find it difficult to assess the governance practices of the Group and, as a result, liquidity in or the price of the Shares may be impaired.

In addition, it may not be possible for investors to effect service of process upon the Company or any of its respective directors and officers or to enforce against any of the aforementioned parties a judgement obtained in a court outside Switzerland. See “*Enforcement of Civil Liabilities and Service of Process*”.

52. Investors not based in Switzerland, or in jurisdictions which have not entered into a double-taxation treaty with Switzerland, may become subject to Swiss source-taxation on dividends

Dividend payments and similar cash or in-kind distributions on the Shares of the Company other than distributions of capital contribution reserves are subject to 35% Swiss withholding tax. Shareholders that are non-Swiss residents for tax purposes and that are receiving dividend payments and similar cash or in-kind distributions on Shares can only reclaim such tax in part or in full if the country in which such shareholder is resident for tax purposes has entered into a treaty for the avoidance of double taxation with Switzerland and the further prerequisites of the treaty for a refund have been met. Shareholders not resident in Switzerland should be aware that the procedures for claiming treaty benefits may differ from country to country and that these procedures may be time consuming.

53. The Group is exploring a potential subsequent listing of the Shares in Switzerland and should this listing take place the liquidity of the Shares traded on Nasdaq Copenhagen may be negatively affected

The Company plans to apply for admission to trading of the Shares on the SIX Swiss Exchange AG as a dual-listing. No decision has been made to undertake or complete such a dual-listing.

If the Company were to complete a dual-listing of the Shares on SIX Swiss Exchange AG or elsewhere, it could impact the trading volume on Nasdaq Copenhagen, which could lead to reduced liquidity in the market of the Shares on Nasdaq Copenhagen.

5 SPECIAL NOTICE REGARDING FORWARD-LOOKING STATEMENTS

Certain statements in this Offering Circular constitute forward-looking statements. Forward-looking statements are statements (other than statements of historical fact) relating to future events and the Group's anticipated or planned financial and operational performance, and reflect the Issuer's current view on future events and anticipated financial and operational performance. Forward-looking statements as a general matter are all statements other than statements as to historical facts or present facts or circumstances. The words "may", "shall", "calculates", "prepares", "predicts", "attempts", "targets", "believes", "expects", "aims", "intends", "plans", "seeks", "will", "may", "might", "anticipates", "would", "could", "should", "continues", "estimates" or similar expressions or the negative forms thereof, identify certain of these forward-looking statements. Other forward-looking statements can be identified in the context in which the statements are made. Forward-looking statements appear in a number of places in this Offering Circular, including, without limitation, under the headings "*Summary*", "*Risk Factors*", "*Dividends and Dividend Policy*", "*Business*", "*Consolidated Prospective Financial Information for the Financial Year Ending 31 December 2021*" and "*Operating and Financial Review*", and include, among other things, statements addressing matters such as:

- the Group's future business, financial conditions and results of operations, in particular, the statements relating to the Group's expectations and estimates for the financial year ending 2021;
- the competitive environment and industry in which the Group operates;
- the trends in the market and industry in which the Group operates;
- the Group's financial condition;
- the Group's working capital, cash flow and capital expenditure;
- the impact of Covid-19 and related counter-measures and restrictions imposed by governments on the Group's business and operations;
- the use of proceeds from the Offering;
- the Company's future dividends; and
- general economic trends and trends in the Group's industry.

Although the Group believes that the expectations reflected in these forward-looking statements are reasonable, such forward-looking statements are based on the Group's current expectations, estimates, forecasts, assumptions and projections about the Group's business and the industry in which the Group operates are not guarantees of future performance or development and involve known and unknown risks, uncertainties and other important factors beyond the Group's control that could cause the Group's actual results, performance, achievements or industry results to differ materially from any future results, performance or achievements expressed or implied by such forward-looking statements. Such risks, uncertainties and other important factors include, among others:

- the ability of the Group to retain customers and win additional work from new and existing customers;
- the Group's ability to adapt, expand and develop its services and products in response to technological changes, customer demand and market developments;
- the attraction, hiring, motivation, training and retention of qualified personnel;
- the ongoing Covid-19 pandemic and its effect on customer demand as well as related restrictions on travel, physical conferences and workshops, and other commercial activities;
- successful identification, acquisition and integration of suitable targets, including the integration of Nine A/S;
- risks related to contractual claims, including claims for penalties by customers;
- competition in the markets in which the Group operates;
- data privacy breaches and cyber threats; and
- other factors referenced in this Offering Circular, including those discussed under "*Risk Factors*".

Should one or more of these risks or uncertainties, or the risks or uncertainties described elsewhere, including those discussed under "*Risk Factors*" materialize, or should any underlying assumptions prove to be incorrect, it could have a material adverse effect on the Group's business, financial conditions and/or results of operations and the objectives and cash flows of the Group could differ materially from what is described herein as

anticipated, believed, estimated or expected. In addition, other risks that have not yet been identified or which the Company has not considered to be material may have an adverse effect, and investors may lose all or part of their investments. The Company urges prospective investors to read the sections of this Offering Circular entitled “*Risk Factors*”, “*Business*”, “*Industry*”, “*Consolidated Prospective Financial Information for the Financial Year Ending 31 December 2021*” and “*Operating and Financial Review*” for a discussion of certain factors that could affect the Group’s future performance and the industry in which the Group operates. Prospective investors should read thoroughly this Offering Circular and the documents referred to herein with the understanding that actual future results may be materially different from and worse than expected. In addition, even if the Group’s result of operations, financial position and cash flows, and the development of the industry in which it operates are consistent with the forward-looking statements contained in this Offering Circular, those results or developments may not be indicative of results or developments in subsequent periods.

These forward-looking statements are made as at the date of this Offering Circular and, except as required by law or rules and regulations (including, without limitation, the rules of Nasdaq Copenhagen), the Company and the Group undertake no obligation to publicly update or publicly revise any forward-looking statements whether as a result of new information, future events or otherwise. Accordingly, prospective investors are cautioned not to place undue reliance on any of the forward-looking statements herein. All subsequent written or oral forward-looking statements attributable to the Company or the Group or to persons acting on the Company or the Group’s behalf are expressly qualified in their entirety by the cautionary statements referred to above and contained elsewhere in this Offering Circular, including, without limitation, those set forth under “*Risk Factors*”.

6 ENFORCEMENT OF CIVIL LIABILITIES AND SERVICE OF PROCESS

The Company is organized under the laws of Switzerland. As a result, it may not be possible for investors to effect service of process upon the Company or any of its respective directors and officers or to enforce against any of the aforementioned parties a judgement obtained in a court outside Switzerland.

Most of the Company's directors and members of Executive Management are resident outside of the United States, and a substantial portion of their assets and the assets of the Company are similarly located outside of the United States. As a result, it may not be possible for investors to effect service of process within the United States and certain other countries upon such persons or the Company, or to enforce against them judgments obtained in U.S. courts or of courts of certain other countries predicated upon the civil liability provisions of the federal or state securities laws of the United States or otherwise.

Original actions against persons in Switzerland based solely upon the U.S. federal or state securities laws are governed, among other things, by the principles set forth in the Swiss Federal Act on Private International Law. This statute provides that the application of provisions of non-Swiss law by the courts in Switzerland shall be precluded if the result is incompatible with Swiss public policy. Also, mandatory provisions of Swiss law may be applicable regardless of any other law that would otherwise apply.

Switzerland and the United States do not have a treaty providing for reciprocal recognition and enforcement of judgments in civil and commercial matters. The recognition and enforcement of a judgment of U.S. courts in Switzerland are governed by the principles set forth in the Swiss Federal Act on Private International Law. This statute provides in principle that a judgment rendered by a non-Swiss court may be enforced in Switzerland only if:

- the non-Swiss court had jurisdiction pursuant to the Swiss Federal Act on Private International Law;
- the judgment of such non-Swiss court has become final and non-appealable;
- the judgment does not contravene Swiss public policy;
- the court procedures and the service of documents leading to the judgment were in accordance with the due process of law; and
- no proceeding involving the same position and the same subject matter was first brought in Switzerland, or adjudicated in Switzerland, or was earlier adjudicated in a third state and this decision is recognizable in Switzerland.

7 PRESENTATION OF FINANCIAL AND CERTAIN OTHER INFORMATION

7.1 Introduction

The financial information included in this Offering Circular, including consolidated statements of profit or loss, consolidated balance sheets, consolidated statement of changes in equity and consolidated cash flow statements, consists of, or has been extracted from:

- the audited consolidated financial statements of Trifork Holding AG and its subsidiaries (the Group), which comprise the consolidated statement of financial position as of 31 December 2020, 31 December 2019 and 31 December 2018 and the consolidated statement of income, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the twelve-month period ended 31 December 2020, 31 December 2019 and 31 December 2018, and notes to the consolidated financial statements, including a summary of significant accounting policies, and as included on pages F-18–F-81 (the “**Audited Consolidated Financial Statements**”). The Audited Consolidated Financial Statements are presented in EUR and have been prepared in accordance with the International Financial Reporting Standards (“**IFRS**”) as issued by the International Accounting Standards Board (the “**IASB**”);
- unaudited pro forma financial information as of and for the twelve months ended 31 December 2020 (the “**Unaudited Pro Forma Financial Information**”) to illustrate an effect of the acquisition of Nine A/S on the consolidated income statement by illustrating an effect of the transaction as if it had occurred on 1 January 2020; and
- the unaudited consolidated interim financial statements of Trifork Holding AG and its subsidiaries (the Group), which comprise the consolidated interim statement of financial position as of 31 March 2021 and 31 March 2020, and the consolidated interim income statement, consolidated interim statement of comprehensive income, consolidated interim statement of changes in shareholders’ equity, consolidated interim cash flows statement, and notes for the three-month periods ended 31 March 2021 and 31 March 2020, and as included on pages F-3–F17 (the “**Unaudited Consolidated Interim Financial Statements**”). The Unaudited Consolidated Interim Financial Statements are presented in EUR and have been prepared in accordance with International Accounting Standard 34—Interim Financial Reporting (“**IAS 34**”).

The Audited Consolidated Financial Statements have been audited in accordance with the International Standards on Auditing (ISAs), as indicated in the independent statutory auditors’ reports included on page F-19–F-20, by the Group’s independent Swiss statutory auditor Ernst & Young AG. The Unaudited Consolidated Interim Financial Statements above have been reviewed in accordance with the International Standard on Review Engagements 2410 by Ernst & Young AG, as stated in their report thereon.

Apart from the historical financial information in and extracted from the Audited Consolidated Financial Statements and the Unaudited Consolidated Interim Financial Statements, this Offering Circular does not contain financial information which has been audited or reviewed by the Group’s auditor.

The issued annual reports for 2020, 2019 and 2018, which include consolidated financial statements as of and for the respective years ended 31 December, were discussed and approved the Board of Directors and the Company’s general meetings on 29 April 2021, 16 April 2020, and 12 April 2019, respectively.

The Audited Consolidated Financial Statements have been prepared and derived by the Board of Directors and the Executive Management from the consolidated financial statements originally included in the annual report for 2020, which includes corresponding figures for the years ended 31 December 2019 and 2018. The Audited Consolidated Financial Statements were discussed and approved by the Board of Directors and the Executive Board on 19 April 2021.

The Unaudited Consolidated Interim Financial Statements were discussed and approved by the Board of Directors and the Executive Board on 19 April 2021.

The functional currency of each entity within the Group is translated into EUR, which represents the presentation currency applied by the Group.

The Company currently does not anticipate any retrospective implementation of changes in accounting policies or other retrospective adjustments. However, any such retrospective implementations of changes in accounting policies and other retrospective adjustments made in accordance with IFRS may affect subsequently published financial information.

7.2 Unaudited Pro Forma Financial Information

The Unaudited Pro Forma Financial Information comprises a pro forma income statement for the year ended 31 December 2020 to give effect to the acquisition of Nine A/S as if it had occurred on 1 January 2020 and is presented for illustrative purposes only to illustrate an effect of the acquisition of Nine A/S by Trifork A/S on the Group's financial information. The Nine Transaction (as defined below) closed on 2 September 2020 from which date Nine A/S has been fully consolidated with the Group. Nine A/S is fully consolidated in the statement of financial position as of 31 December 2020 as reflected in the Audited Consolidated Financial Statements included elsewhere in the Offering Circular. Accordingly, the Unaudited Pro Forma Financial Information only comprise a pro forma income statement for the year ended 31 December 2020.

The Unaudited Pro Forma Financial Information has been prepared in accordance with Annex 20 to the Delegated Prospectus Regulation, as amended, and consistent with the accounting principles applied in the Audited Consolidated Financial Statements.

The Unaudited Pro Forma Financial Information is based upon available information and certain assumptions described in the accompanying notes to the Unaudited Pro Forma Financial Information and that the Company believes are reasonable under the circumstances. The actual impact of the acquisition of Nine A/S on the results and financial position of the Group may materially differ from the assumptions used in the Unaudited Pro Forma Financial Information presented in this Offering Circular. The Unaudited Pro Forma Financial Information has been prepared by the Company for illustrative purposes only and it addresses a hypothetical situation, and is not necessarily indicative of the actual financial position or results of operations of the Group that would have been realized had the acquisition occurred at the dates indicated, nor is it meant to be indicative of any anticipated financial position or future results of operations that the Group will experience going forward. In addition, the pro forma consolidated statement of income does not reflect any expected integration costs, cost savings or synergy benefits that are expected to be generated or incurred and which have not yet been generated or incurred.

The Unaudited Pro Forma Financial Information does not include all information required to be included in financial statements prepared in accordance with IFRS and it should be read together with the historical financial information of the Group included elsewhere in this Offering Circular.

The Unaudited Pro Forma Financial Information was not prepared with a view towards compliance with published guidelines of the SEC, guidelines established by the American Institute of Certified Public Accountants (the "AICPA") or accounting principles generally accepted in the United States ("U.S. GAAP") for the preparation and presentation of pro forma financial information. Accordingly, the information presented and disclosed in this Offering Circular does not include presentations and disclosures of all information required by the respective guidelines on pro forma financial information.

7.3 Rounding Adjustments

Rounding adjustments have been made in calculating some of the financial information included in this Offering Circular. As a result, figures shown as totals in some tables may not be exact arithmetic aggregations of the figures that precede them.

Certain percentages presented in the tables in this Offering Circular reflect calculations based upon the underlying information prior to rounding and, accordingly, may not conform exactly to the percentages that would be derived if the relevant calculations were based upon the rounded numbers.

7.4 Foreign Currency Presentation

The Company publishes its consolidated financial information in EUR. Unless the Company notes otherwise, all amounts in this Offering Circular are expressed in EUR.

As used herein, references to (i) "EUR" are to the euro, the lawful currency of the participating member states in the Third Stage of the European and Monetary Union of the Treaty Establishing the European Community; (ii) "CHF" are to the Swiss franc, the lawful currency of Switzerland; (iii) "DKK" are to the Danish kroner, the lawful currency of the Kingdom of Denmark; (iv) "USD" are to the United States Dollar, the lawful currency of the United States of America; and (v) "GBP" are to the British pound sterling, the lawful currency of the United Kingdom.

7.5 Exchange Controls and Other Limitations Affecting Shareholders of a Swiss Company

There is no legislation in Switzerland that restricts the export or import of capital (except for certain investments in areas in accordance with applicable resolutions adopted by the United Nations), including, but not limited to, foreign exchange controls, or which affects the remittance of dividends, interest or other payments to non-resident holders of the Offer Shares.

8 AVAILABLE INFORMATION

For the term of this Offering Circular, the following documents are available for inspection at the Company's head office:

- the Company's Articles of Association; and
- this Offering Circular, including the Audited Consolidated Financial Statements and the Unaudited Consolidated Interim Financial Statements.

Subject to certain exceptions, the Company's Articles of Association and this Offering Circular, including the Audited Consolidated Financial Statements and the Unaudited Consolidated Interim Financial Statements can also be downloaded on the Company's website, www.trifork.com. The information on the Company's website does not form part of the Offering Circular, is not incorporated by reference into this Offering Circular, and has not been scrutinized or approved by the Danish FSA, unless otherwise specifically stated herein.

The Offering Circular will, subject to certain restrictions, remain publicly available on the Group's website for at least 10 years.

The Swiss Code of Obligations (the "**Swiss Code**") requires the Company to make its statutory annual reports, including the Audited Consolidated Financial Statements, available to its shareholders for inspection at least 20 days before the Company's annual general meeting. At the same time, the Company is required to send the statutory annual reports, including the audited consolidated financial statements to registered Shareholders who have requested a copy of these documents to be sent to him/her by mail.

The Articles of Association of the Company require the Company to convene its annual general meeting at least 21 calendar days and not more than 35 calendar days before the day of the meeting. The notice of the Company's annual general meeting shall contain the reference that the statutory annual reports, including the audited consolidated financial statements are ready for inspection at the Company's registered seat by the Shareholders and that any Shareholder may request a copy of these documents to be sent to him/her by mail.

9 MARKET AND INDUSTRY INFORMATION

This Offering Circular contains statistics, data and other information relating to the industry, markets, market sizes, market shares, market positions, market opportunities, general expectations and other industry data pertaining to the Group's business, industry and markets. The information presented relating to markets, market sizes and other industry data is, unless otherwise indicated in this Offering Circular, based on the Company's analysis of a market study commissioned from IDC Nordic A/S ("**IDC**"), a global market intelligence firm (the "**Market Study**"). IDC is a provider of market intelligence, advisory services and events for the information technology, telecommunications and consumer technology markets.

The Group understands from IDC that the Market Study includes information derived from IDC's own materials and research dating from May 2020 to November 2020 including publications, surveys and other relevant material for the scope of the Market Study. No new data was collected for the purpose of rendering the Market Study. In the Company's analysis and application of the Market Study, certain IDC taxonomy has been re-worded for the purpose of enhancing understanding. In particular: i) the IDC definition "3rd platform technologies" has been reworded to "Next-gen technologies" and ii) the IDC definition "2nd platform technologies" has been reworded to "Legacy technologies". The Market Study concerns only the IT and business services market in "Western Europe", defined so as to include the following countries: Denmark, Sweden, Norway, Finland, Belgium, the Netherlands, the United Kingdom, Ireland, Germany, Austria, Switzerland, France, Spain, Italy, Greece and Portugal.

While the Group can confirm that information from external sources has been accurately reproduced, the Group has not independently verified and cannot give any assurances as to the accuracy of market data as presented in this Offering Circular that was extracted or derived from these external sources. As far as the Group is aware and able to ascertain from this information, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Industry publications or reports generally state that the information they contain has been obtained from sources believed to be reliable, but the accuracy and completeness of such information is not guaranteed. Market data and statistics are inherently predictive and subject to uncertainty and not necessarily reflective of actual market conditions. Such statistics are based on market research, which itself is based on sampling and subjective judgments by both the researchers and the respondents, including judgments about what types of products and transactions should be included in the relevant market.

Unless otherwise indicated in this Offering Circular, any references to or statements regarding the Group's competitive position have been based on the Group's own assessment and knowledge of the market, regions and countries in which it operates. Additionally, unless otherwise indicated in this Offering Circular, any references to or statements regarding customer perception of the Group have been based on the Group's own assessment and knowledge, including customer surveys.

As a result, prospective investors should be aware that statistics, data, statements and other information relating to markets, market sizes, market shares, market positions and other industry data in this Offering Circular (and projections, assumptions and estimates based on such information) may not be reliable indicators of the Group's future performance and the future performance of the industry in which it operates. Such indicators are necessarily subject to a high degree of uncertainty and risk due to the limitations described above and to a variety of other factors, including those described under "*Risk Factors*" and elsewhere in this Offering Circular.

10 EXPECTED TIMETABLE OF THE OFFERING AND FINANCIAL CALENDAR

10.1 Expected Timetable of Principal Events

Offer Period starts	17 May 2021
Offer Period will not be closed in whole or in part before	26 May 2021 at 00:01 a.m. (CEST)
Offer Period expires	31 May 2021 at 2:00 p.m. (CEST) 2021
Publication of the results of the Offering and number of Offer Shares and number of Option Shares	1 June 2021 no later than 7:30 a.m. (CEST)
First day of trading of the Temporary Purchase Certificates on Nasdaq Copenhagen under the temporary ISIN (subject to the Offering not being terminated or withdrawn) and completion of the Offering	1 June 2021 at 9:00 a.m. (CEST)
Registration of the share capital increase regarding the New Offer Shares with the commercial register of the Canton of Schwyz, Switzerland	No later than 3 June 2021
Settlement of the Offering, including announcement of completion of the Offering (excluding the Over-allotment Option, unless exercised by that date) by way of delivery of Temporary Purchase Certificates	3 June 2021
Last day of trading of the Temporary Purchase Certificates on Nasdaq Copenhagen under the temporary ISIN	3 June 2021
First day of trading and official listing of the Offer Shares on Nasdaq Copenhagen under the permanent ISIN	4 June 2021 at 9:00 a.m. (CEST)
Automatic exchange of the Temporary Purchase Certificates for Shares in VP Securities	7 June 2021
Last day for the exercise of the Over-allotment Option	30 June 2021

The timetable above is subject to change. Any such changes will be announced as company announcements via the Group's designated news provider.

Trading in the Temporary Purchase Certificates will be conditional until specific conditions are met, and all dealings in the Temporary Purchase Certificates and/or the Offer Shares prior to settlement of the Offering are for the account of, and at the sole risk of, the parties concerned. For a description of such conditions, see "*The Offering—Trading and Official Listing on Nasdaq Copenhagen*". Trading on Nasdaq Copenhagen will commence before specific conditions to the Admission are met and will be suspended if the Offering is not completed. Consequently, all dealings in the Offer Shares prior to settlement of the Offering, and the Company making an announcement to that effect, will be conditional on the Offering not being withdrawn prior to settlement of the Offering, and the Company making an announcement to that effect, and any such dealings will be for the account of, and at the sole risk of, the parties concerned.

10.2 Financial Calendar

The Company's financial year starts on 1 January and ends 31 December. Financial reporting will be published on a quarterly basis. The Company currently expects to publish financial reports according to the following schedule:

Interim report for the six months ending 30 June 2021	24 August 2021
Interim report for the nine months ending 30 September 2021	2 November 2021
Annual report for the financial year ending 31 December 2021	16 March 2022

11 BACKGROUND TO THE OFFERING AND USE OF PROCEEDS

The Offering and Admission is intended to advance the Group's public and commercial profile, and provide the Group with improved access to public capital markets and a diversified base of new shareholders. In addition, the Offering of the New Offer Shares is intended to contribute to fund the execution of the Group's strategy.

The gross proceeds to the Company from the sale of the New Offer Shares to be issued by the Company pursuant to the Offering will be approximately DKK 141 million. The net proceeds are expected to be approximately DKK 120 million, after deduction of commissions and estimated expenses payable by the Company in connection with the Offering (subject to the assumptions set forth in "*The Offering—Costs of the Offering*"). The Company will not receive any proceeds from the sale of the Existing Offer Shares or the Option Shares.

The net proceeds from the Offering of the New Offer Shares are intended to be used for the purpose of (i) expanding through strategic and tactical acquisitions in the Group's four core geographies, Denmark, the Netherlands, Switzerland and the United Kingdom, (ii) explore opportunistic expansion, including in countries and regions other than the core geographies, (iii) potentially expanding investments in companies in which the Group holds non-controlling interests and (iv) for general corporate purposes.

The Group's expected use of the net proceeds from this Offering represents the Group's current intentions based upon the Group's present plans and business conditions. As of the date of this Offering Circular, the Group cannot predict with certainty all the particulars of the net proceeds of this Offering or the amounts that the Group will actually spend on the uses set forth above. As a result, the Board of Directors and the Executive Management will have broad discretion in the application of the net proceeds, and may not apply the net proceeds in the manner set out above. Prospective investors will be relying on the Company's judgment regarding the application of the net proceeds of this Offering.

12 DIVIDENDS AND DIVIDEND POLICY

12.1 General

All Shares, including the Offer Shares, have the same rights and the Offer Shares will rank *pari passu* with all other Shares, including in respect of eligibility to receive dividends and participate in share buybacks. Upon the issuance and registration of the New Offer Shares with the commercial register of the Canton of Schwyz (which is expected to take place no later than two business days after the completion of the Offering), the New Offer Shares will be entitled to receive dividends to the extent any dividends are approved by the Company's general meeting and payable with respect to the Shares.

12.2 Dividend Policy

The Company currently intends to retain a significant part of its available financial resources and any earnings generated by the Group's operations for use in its business, primarily to support the Group's organic and acquisitive growth for the long-term benefit of the Group and the Company's shareholders. Accordingly, the Company targets an initial pay-out ratio of approximately 25% of the profit for the year to the shareholders, which may be lowered depending on the funding needs for organic and acquisitive growth.

Any future determination on the Company's dividend policy and the declaration of any dividends will be made at the discretion of the Board of Directors and must be approved by the Company's general meeting. The actual payment of future dividends, if any, and the amounts thereof, will depend upon a number of factors including, but not limited to, the amount of the Company's distributable profit and distributable reserves, as presented in the Company's annual statutory standalone balance-sheet prepared in accordance with Swiss law, the Company's earnings, level of profitability, cash flow generation and financial condition and such other factors as the Board of Directors may deem relevant. Accordingly, the Board of Directors retains authority to change the dividend policy at any time, especially if unexpected events occur that would change its view as to the prudent level of cash and capital conservation as well as the Company's financial goals and strategy. In any case, no dividend is payable other than in accordance with the applicable provisions of Swiss law; see "*Legal Considerations*".

The Company may pay dividends in the form of a distribution against reserves from capital contributions or as dividend payments. Following the completion of the Offering and the registration of the New Offer Shares with the commercial register of the Canton of Schwyz, Switzerland, all Offer Shares will have the same dividend rights as the Company's other outstanding Shares. Dividends declared by the Company will be declared in CHF and paid out in DKK for investors holding their shares in the Danish infrastructure through VP Securities at an exchange rate which will be determined at the time of the resolution to distribute dividends by the Company's general meeting.

As an alternative, or in addition, to making dividend payments, the Board of Directors may initiate share buybacks. The decision by the Board of Directors to engage in share buybacks, if any, will be made in accordance with the factors applicable to dividend payments set forth above and within the limits of applicable Swiss law. See "*Share Buybacks*".

There can be no assurances that in any given year a dividend will be proposed or declared. See "*Risk Factors—Risks Relating to the Offering—The Company may not be able or may decide not to pay dividends at a level anticipated by shareholders on its Shares, which could reduce investors' return on Shares and could affect the market price of the Shares*". The information on the Company's policies relating to dividends and share buybacks constitutes forward-looking statements. Forward-looking statements are not guarantees of future financial performance and the Company's actual future dividends or share buybacks could differ materially from those expressed or implied by such forward-looking statements as a result of many factors, including those described under "*Special Notice Regarding Forward-Looking Statements*" and "*Risk Factors*".

12.3 Past Dividends

The table below shows the historical dividends per Share made to the Company's shareholders for each of the financial years since 31 December 2015.

(in EUR '000)	Relating to the year ended 31 December					
	2020	2019	2018	2017	2016	2015
Dividend per share	0.580	0.047	0.105	0.129	0.050	0
Dividend in total	10,804 ⁽¹⁾	905	1,960	2,398	932	0

(1) In line with the Group's dividend policy, the Group paid out a dividend of EUR 10,804,000 of the profit for the financial year 2020 to the shareholders. See "*—Dividend Policy*". The profit for the financial year 2020 was in particular driven by the divestiture of Trifork Lab's 19.04% stake in stake in Humio Ltd. See "*Business—Divestiture of Trifork Lab's 19.04% stake in Humio Ltd.*"

12.4 Legal Considerations

Dividends may be paid by the Company only if it has sufficient distributable profits from previous years (*Gewinnvortrag*) or freely distributable reserves (*frei verfügbare Reserven*) to allow the distribution of a dividend, in each case, as presented on the Company's annual statutory standalone balance sheet prepared in accordance with Swiss law. In accordance with the requirements of Swiss law, the Company will retain at least 5% of the annual net profit as general reserves for so long as these reserves amount to no less than 20% of the Company's paid-in nominal share capital (article 671 of the Swiss Code). Under Swiss law, the Company is not permitted to pay interim dividends out of profit of the current business year.

The Company must prepare a separate standalone "statutory" balance sheet for the purpose of, among other things, determining the amounts available for distributions to shareholders, including by way of a distribution of dividends. Swiss law and the Company's Articles of Association require that the distribution of any dividend proposed by the Board of Directors, including any distribution against reserves from capital contributions, be approved at a general meeting by an absolute majority of the votes represented at the general meeting. In addition, the Company's auditor must confirm that the proposal of the Board of Directors regarding the appropriation of the Company's available earnings conforms to statutory requirements and the Articles of Association. Dividends and distributions against reserves from capital contributions are usually due and payable after the shareholders' resolution relating to the appropriation of profits and distribution against reserves from capital contributions (if applicable) has been passed by the general meeting or at a later date as determined by the general meeting. Under Swiss law, the statute of limitations with respect to dividend payments is five years. Dividends not collected within five years after their due date accrue to the Company and will be allocated to the Company's statutory reserves.

Dividends paid on the Shares out of reserves from capital contributions (*Reserven aus Kapitaleinlagen*) are exempt from Swiss withholding tax, provided the respective restrictions are respected. Dividends paid out of other reserves, in particular distributable profits brought forward from previous business years, are subject to 35% Swiss withholding tax, which may be refundable in part or in full to shareholders based on Swiss domestic tax law or any tax convention between the country of residence of the holder and Switzerland. For further information see "*Taxation—Swiss Tax Considerations*" below. As of 31 December 2020, the Company had CHF 11,000 in reserves from capital contributions.

Payments out of the Company's share capital (i.e., the aggregate nominal value of the Company's issued share capital) in the form of dividends are not allowed. However, payments out of the share capital may be made by way of a capital reduction. A distribution of cash or property that is based upon a reduction of the Company's share capital requires a special audit report confirming that the claims of the Company's creditors remain fully covered by the Company's assets despite the reduction in the share capital recorded in the commercial register. Upon approval by the general meeting of shareholders of the capital reduction, the Board of Directors must give public notice of the capital reduction in the Swiss Official Gazette of Commerce three times and notify the Company's creditors that they may request, within two months since the third publication, satisfaction of or security for their claims. Distributions of cash or property that are based on a capital reduction are not subject to Swiss withholding tax. See "*Taxation—Swiss Tax Considerations*" below. Qualifying additional paid-in capital may only be paid out to shareholders (to the extent permissible under the Swiss Code) upon the affirmative vote of an absolute majority of the votes represented at the general meeting.

12.5 Share Buybacks

Swiss law limits the right of the Company to purchase and hold its own shares. The Company or its subsidiaries may purchase Shares only if and to the extent that (i) the Company or the respective group company has distributable profits from previous business years (*Gewinnvortrag*) and/or freely distributable reserves (*frei verfügbare Reserven*) in the amount of the purchase price; and (ii) the aggregate nominal value of all Shares held by the Company and the respective Group companies does not exceed 10% of the Company's share capital (20% in specific circumstances). Furthermore, under Swiss law, upon the purchase of Shares, the Company must reflect the amount of the purchase price of the acquired Shares in its balance sheet as a negative reserve within the equity. Such amount may not be used for dividends or subsequent share buybacks. Shares held by the Company or Group companies in which the Company holds a majority participation are not entitled to vote at shareholder's meetings, but are entitled to the economic benefits, including dividends, pre-emptive rights (*Bezugsrechte*) in the case of share capital increases and advance subscription rights (*Vorwegzeichnungsrechte*) in the case of issuance of debt instruments with option rights, applicable to the Shares generally. The purchase and resale of own Shares is the responsibility of the Board of Directors and/or the Executive Management. No authorization resolution by the shareholders is required to initiate buybacks of own shares. The existence of sufficient distributable profits brought forward from previous business and / or freely distributable reserves is to be assessed on the basis of the last audited annual balance sheet approved by the general meeting.

With respect to Swiss tax consequences of Share Buybacks see "*Taxation—Swiss Withholding Tax*" below.

12.6 Other Requirements

Dividends to investors holding their shares in the Danish infrastructure through VP Securities, if any, will be paid in accordance with the rules of VP Securities, as in force from time to time, and will be paid to the Shareholders' accounts with their account-holding banks in DKK to those recorded as beneficiaries. The dividends, if any, will be declared in CHF and paid out in DKK by applying an exchange rate determined at the time of the resolution to distribute dividends by the Company's general meeting.

Under the Articles of Association and applicable Swiss law, there are no dividend restrictions or special procedures for non-Swiss resident Shareholders.

13 CAPITALIZATION AND INDEBTEDNESS

13.1 General

The following table sets forth the capitalization, indebtedness and cash, cash equivalents and securities of the Group as of 31 March 2021:

- on an actual basis reflecting the carrying amounts on the consolidated balance sheet of the Group; and
- on an adjusted basis reflecting the expected effect of the proceeds from this Offering as described in “*Background to the Offering and Use of Proceeds*” (after deducting the expected expenses payable by the Company in connection with the Offering) and the issuance of the New Offer Shares.

See “*Description of the Shares and Share Capital*” for information relating to the Company’s issued share capital and number of outstanding Shares. You should read this table in conjunction with the Audited Consolidated Financial Statements and the Unaudited Consolidated Interim Financial Statements and the notes thereto included elsewhere in this Offering Circular and “*Operating and Financial Review*”.

in EUR ‘000	As of 31 March 2021 (unaudited)		
	Actual	Adjustments	As Adjusted
Capitalization			
Current interest-bearing liabilities			
Guaranteed	—	—	—
Secured	7,799	—	7,799
Unsecured/unguaranteed	10,965	—	10,965
Total current interest-bearing liabilities	18,764	—	18,764
Non-current debt, convertible loan			
Guaranteed	—	—	—
Secured	16,427	—	16,427
Unsecured/unguaranteed	—	—	—
Total non-current debt (excluding lease liabilities and the current portion of non-current liabilities)	16,427	—	16,427
Equity (excluding non-controlling interests)			
Share capital	1,562	86	1,648
Treasury shares	(516)	—	(516)
Retained earnings	81,721	16,089	97,810
Currency translation adjustments	(1,534)	—	(1,534)
Total equity (excluding non-controlling interests)	81,233	16,175	97,408
Total capitalization	116,424	16,175	132,599
Net (cash)/indebtedness			
(A) Cash and cash equivalents (includes cash on hand, accounts at financial institutions and short-term bank deposits with original maturities of three months or less)	49,501	16,175	65,676
(B) Marketable securities	—	—	—
(C) Liquidity (A)+(B)	49,501	16,175	65,676
(D) Current financial debt (excl. lease liabilities and current portion of non-current financial debt)	11,411	—	11,411
(E) Current portion of non-current financial debt	7,353	—	7,353
(F) Other current financial debt (incl. lease liabilities)	5,799	—	5,799
(G) Current financial indebtedness (D)+(E)+(F)	24,563	—	24,563
(H) Net current (cash)/financial indebtedness (D+E)–(C)	(30,737)	(16,175)	(46,912)
(I) Non-current debt, convertible loan (excl. lease liabilities)	16,427	—	16,427
(J) Other non-current financial debt (incl. lease liabilities)	45,191	—	45,191
(K) Non-current financial indebtedness (I)+(J)	61,618	—	61,618
(L) Net (cash)/financial indebtedness (H)+(I)	(14,310)	(16,175)	(30,485)

13.2 Declaration of Capitalization

The Company has no reason to believe that there has been any material change to its actual capitalization or indebtedness position since 31 March 2021, other than changes resulting from the Offering and in the ordinary course of business.

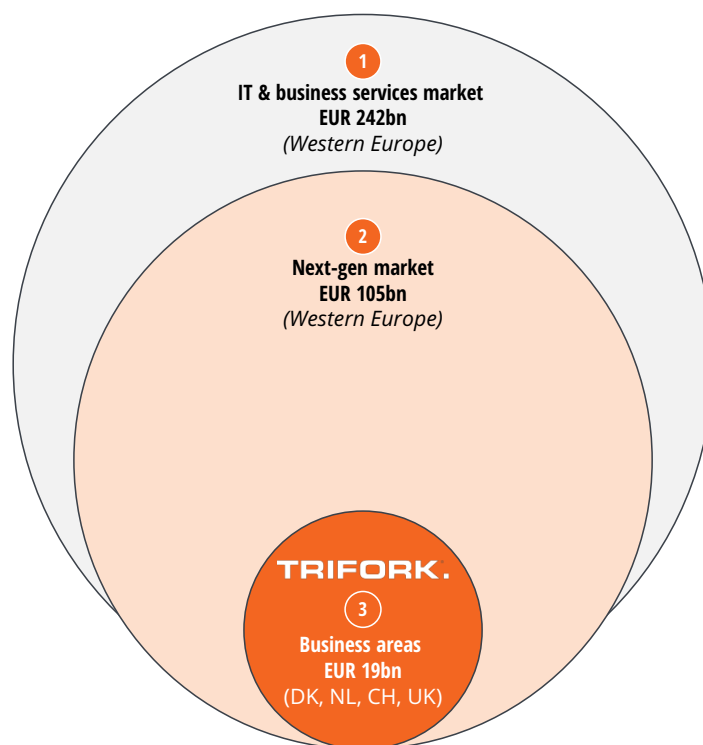
14 INDUSTRY

This Offering Circular contains statistics, data and other information relating to markets, market sizes, market shares, market positions and other industry data pertaining to the Group's business and markets. Unless otherwise indicated, such information is based on the Group's analysis of the Market Study, see—Market and Industry Information. While the Group can confirm that information from external sources has been accurately reproduced, the Group has not independently verified and cannot give any assurances as to the accuracy of market data as presented in this Offering Circular that was extracted or derived from external sources. As far as the Group is aware and able to ascertain from this information, no facts have been omitted which would render the information provided inaccurate or misleading.

14.1 Market overview

The Group's total addressable market is the IT and business services market in Western Europe, the size of which is estimated to have been EUR 242bn in 2019. The total addressable market is illustrated as the first layer of the market in Figure 1. As Trifork develops and delivers innovative software solutions, Trifork predominantly operates in the market for next-gen technologies, a sub-segment of the total addressable market, the size of which is estimated to have been EUR 105bn in 2019 (the second layer in Figure 1). The third layer in Figure 1 represents Trifork's core market, which is the intersection between Trifork's six key business areas (see "Business—Business areas" for details) and Trifork's four core geographies (Denmark, the Netherlands, Switzerland and the United Kingdom, together, the "Core Geographies") that is estimated to have been EUR 19bn in 2019.

Figure 1: Overview of the market segmentation (2019 market sizes, Western Europe)



14.2 Layer I: The Western European IT and business service market

The market for IT and business services in Western Europe is a large and growing market supported by a number of global trends that remain strong due to the speed of technological change and increasing availability of data. According to a Bain & Company, Inc. ("Bain") publication, "Ten Technology Trends Moving into 2021", dated 10 December 2020, a number of critical trends are expected to affect the market going forward across a wide range of industries by creating large opportunities in the era of the digital enterprise. Among other trends presented by Bain are:

- Edge Artificial Intelligence ("AI"): Edge AI is a network infrastructure that makes it possible for AI algorithms to run on the edge of a network rather than in the cloud. This allows for preserving bandwidth and increasing efficiency by processing information closer to the users and devices that require it.

Embedding AI locally enables manufacturers to reduce latency issues and accelerate the generation of insights while lowering cloud services usage and cost.

- AI for all: For companies to exploit the full potential of AI, employees with little or no computer science background need to be able to use it. For this reason, user-friendly AI platforms that allow business employees to easily build models and make confident decisions will be critical in the deployment of AI at a larger scale.
- 5G factory: The fifth-generation mobile network is expected to unlock a realm of technological possibilities contributing to an accelerated shift toward industry 4.0, the industrial internet of things (“IoT”). 5G will boost the manufacturing industry with new and more digital capabilities allowing for reduced latency, erase of processing delays and reaction of factory systems in real time.
- Cybersecurity: The Covid-19 crisis has created an unprecedented opportunity for cybercriminals to increase the number of attacks. To properly protect against these attacks, identifying common IT security weaknesses and developing cybersecurity maturity is central to building truly resilient digital organizations.
- Health data: The acceleration of health data collection gives the industry an opportunity to leverage and deploy innovative digital capabilities, such as AI, to improve treatment. Smart use of health data has the potential of dramatically improving patient care.
- Circular economy: Organizations are under a growing pressure to reduce the natural resources consumed in the production of products and services. Technology has the potential to help humanity achieve this and take a step towards establishing a circular economy.
- Zero waste: According to the UN’s Food and Agriculture Organization, more than 30% of the world’s food is lost or wasted every year. Technology can help reduce the waste by retailers and businesses, increase food security, and alleviate the suffering of hundreds of millions of people.

Positively impacted by these trends, the overall IT and business services market is expected to grow at a CAGR of 2% from 2020 to 2024 following a decline of -4% from 2019 to 2020 as a result of the Covid-19 pandemic, as described in the Market Study. In nominal terms, the size of the market is expected to increase from an estimated EUR 242bn in 2019 to EUR 252bn in 2024.

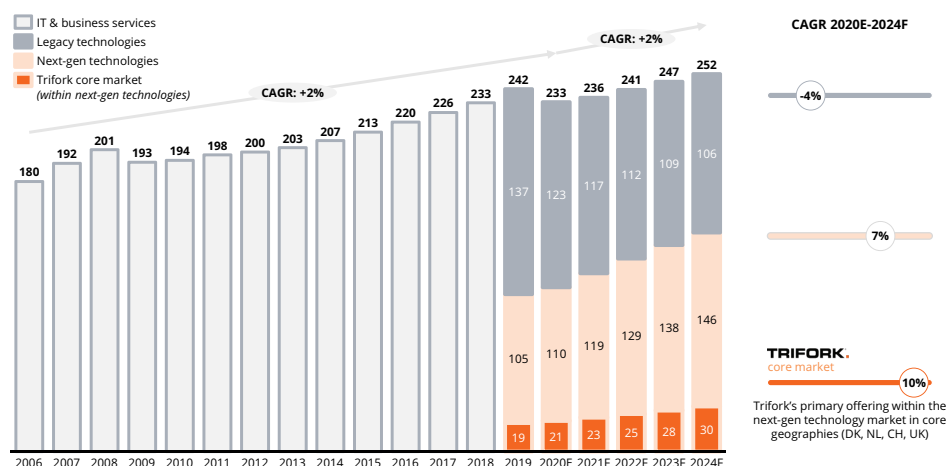
14.3 Layer 2: Next-gen technology market

One of the most apparent trends in the market for IT and business services is the rapid shift from solutions that support businesses to solutions that differentiate and transform businesses. Organizations increasingly view IT as an integral part of corporate strategy, and the demand for innovative and disruptive solutions using a new generation of technologies follows in tandem. For IT service providers, this implies a clear shift in demand from low-value-added services such as enterprise resource planning implementation to high-value-added services and next-gen technologies driving digital agendas. The list of high-value-added services includes custom application development and cloud architecture while next-gen technologies include IoT, cyber security, AI, cloud and blockchain technologies, among others.

The structural shift towards next-gen technologies implies that some segments of the IT and business services market will outgrow other segments of the market. Specifically, the segment of the IT and business services market that relates to the use of next-gen technologies as a part of software development and solutions is expected to grow at a CAGR of 7%, on average, from 2020 to 2024. Conversely, the segment of the IT and business services market that focuses on legacy technologies is expected to decline at a CAGR of 4% from 2020 to 2024. The negative growth in this market segment reflects organizations’ increasing demand for customized and high-value-added solutions rather than traditional system solutions and implementation services.

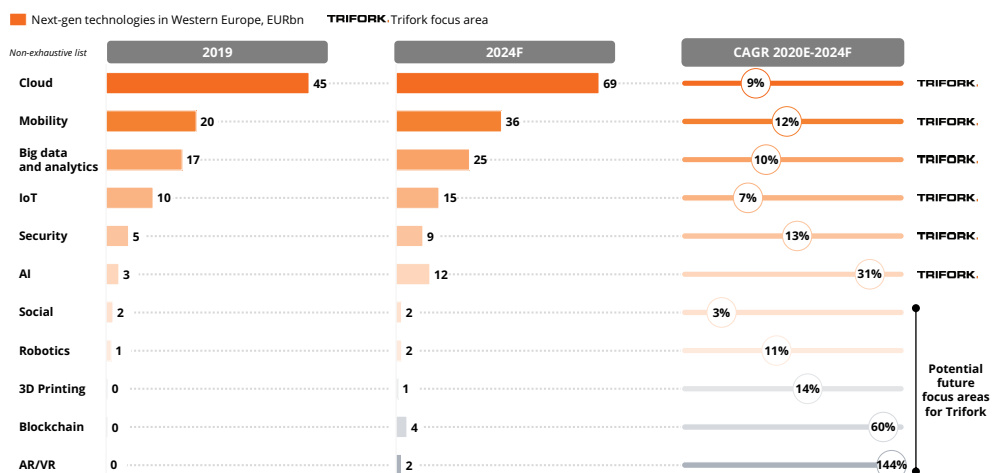
As the next-gen technology market equals the sum of markets for several technologies across multiple countries, the market can be further segmented with respect to Trifork’s Core Geographies and business areas. For Trifork, this leaves a current core market of approximately EUR 19bn in 2019 that is expected to grow at a CAGR of 10% from 2020 to 2024. Trifork’s core market is thereby expected to outgrow both the Western European next-gen technology market and the total Western European IT and business services market. Please refer to Figure 2 below.

Figure 2: Total IT and business services market in Western Europe (EURbn)



To detail the growth in the next-gen technology market in Western Europe, a non-exhaustive overview of sub-markets for a selection of next-gen technologies in Western Europe is presented in Figure 3 (the sub-markets are not mutually exclusive and do not reconcile to e.g. the total market size for next-gen technologies of EUR 105bn in 2019). Of the sub-markets presented in Figure 3, Trifork currently focuses on the six largest technology markets, most of which are expected to grow at double digit CAGRs from 2020 to 2024. The market for AI stands out in terms of growth with an expected CAGR of 31% from 2020 to 2024. The remainder of the sub-markets are considered potential future focus areas for Trifork.

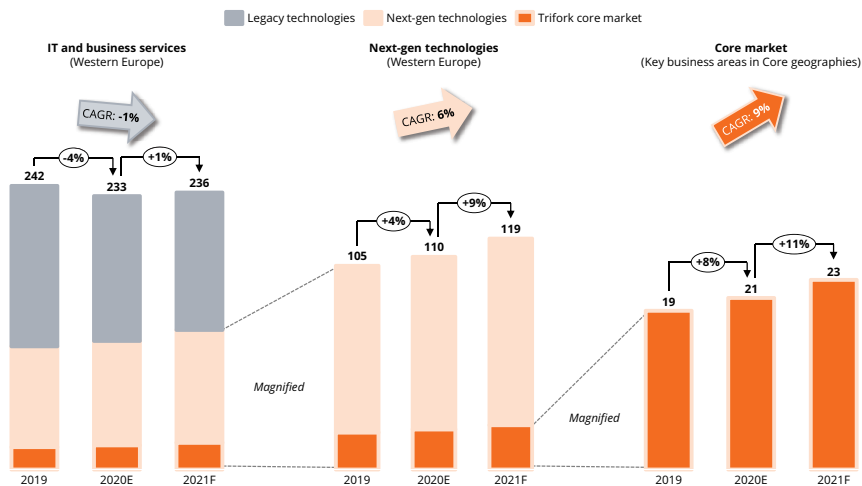
Figure 3: Overview of individual next-gen technology sub-markets in Western Europe



14.3.1 Impact of Covid-19

As Covid-19 spread through Western Europe during 2020, organizations changed their procurement and purchasing behaviors in an effort to limit the adverse impact of Covid-19 on their businesses. In this regard, IT spending was no exception and organizations decreased their overall IT budgets relative to 2019. Consequently, the overall Western European IT and business services market is expected to decrease by 4% in 2020 with recovery corresponding to 1% growth in 2021. Besides reducing their total IT budgets, organizations re-prioritized their existing IT budgets. In this light, a tendency to prioritize next-gen technologies over legacy technologies emerged. Accordingly, the market for next-gen technologies is expected to be less severely impacted by Covid-19 in terms of growth, which is reflected in projected growth rates of 4% from 2019 to 2020 and 9% from 2020 to 2021. The Group's core market, being the intersection between the Group's Core Geographies and business areas, is expected to be even more resilient against the impact of the Covid-19 pandemic with projected year-on-year growth rates of 8% from 2019 to 2020 and 11% from 2020 to 2021. Please refer to Figure 4 below.

Figure 4: Benchmark of segmented growth rates within the IT and business services market (EURbn)

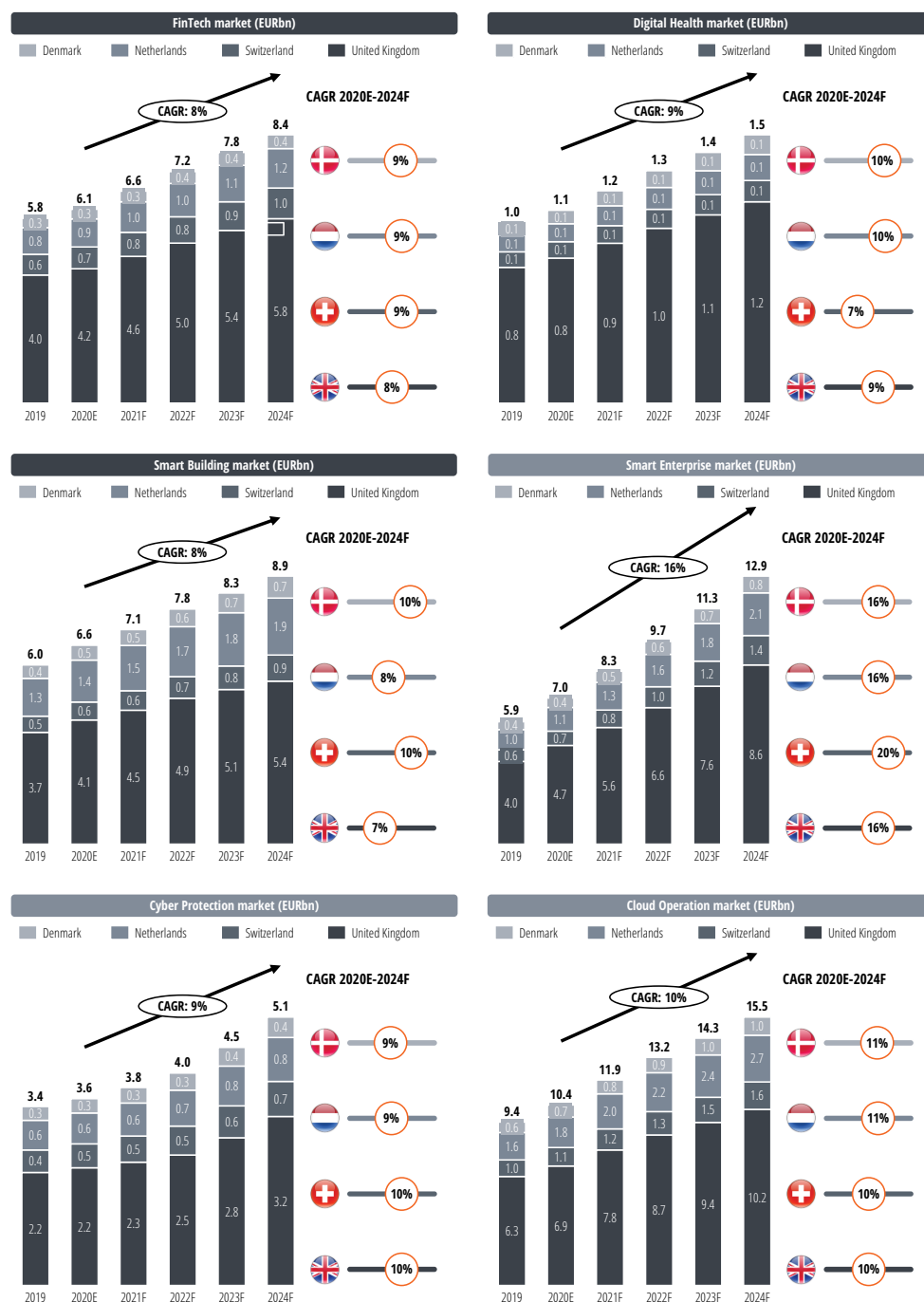


14.4 Layer 3: The markets for Trifork's six business areas

Trifork currently targets six business areas including three verticals (FinTech, Digital Health, Smart Building) and three horizontals (Smart Enterprise, Cyber Protection, Cloud Operation) contributing with, in the aggregate, 98.1% of the Group's revenue in 2020 (1.9% of the revenue in 2020 was not attributable to these business areas but was incurred in connection with "Inspire" activities, such as the hosting of conferences and workshops, or as "Others"). Trifork's verticals are considered industry-specific whereas Trifork's horizontal business areas are considered industry-agnostic (see "*Business—Business areas*" for further details).

IDC has analyzed six market segments that correspond to Trifork's six business areas, and each market segment has been reviewed across Trifork's Core Geographies. As the market segments are not mutually exclusive by nature, the market sizes and corresponding trends cannot be aggregated and must be evaluated separately. Figure 5 provides an overview of each market segment including market sizes and expected growth across the Core Geographies. The subsequent sections focus on market-driving trends for each of the markets corresponding to the Group's business areas within its Core Geographies. For each of the six business areas, the United Kingdom constitutes more than half of the total addressable market size.

Figure 5: The markets for Trifork's six business areas



14.4.1 FinTech market

The FinTech market generally comprises financial organizations operating in regulated industries with complex technological requirements, including banks and insurance companies. Typical FinTech solutions include management of data from multiple systems, partners and users while maintaining a high level of security and user-friendliness. Within this market, the Group has among other solutions developed advanced mobile payment applications, secure authentication processes, and machine-learning techniques. As an example, the Group led the development of the mobile payment solution, MobilePay, for Danske Bank in 2013. The FinTech market within the Core Geographies is expected to grow at a CAGR of 8% from 2020 to 2024.

The financial industry in Europe has historically relied on legacy technology such as ageing core systems while being conservative in their digital ambitions. For the financial industry, however, modernization of legacy IT systems has in recent years become a key priority, which in turn is expected to drive growth for new and innovative solutions going forward. The current ambition in the industry is to drive efficiency, enhance customer experience, and reshape business models to cope with a declining interest rate environment. In the

banking industry, the entrance of new and innovative vendors has changed the playing field and enhanced customers' expectations with respect to digital and user-friendly solutions. Consumer banks now need to provide online and mobile solutions not just for core banking transactions, but also for person-to-person transfers, private banking and mobile payments. Similarly, for insurance companies, digital transformation is becoming increasingly relevant as companies seek to implement systems that enhance customer experiences and enable a greater degree of self-service.

14.4.2 Digital Health market

The Digital Health market within the Core Geographies consists primarily of spending on digital solutions by governmental or government-sponsored institutions and pharmaceutical companies. Health care institutions handle large amounts of sensitive personal data such as medical records, medicine prescriptions and doctor's appointments that need to be processed with the highest level of security and with due regard to applicable data protection rules and regulations. In the health care sector, data security and reliability are top priorities as security breaches, breakdowns or other interruptions could have significant adverse implications.

The Digital Health market is forecasted to grow at a CAGR of 9% from 2020 to 2024. The market growth is expected to be driven primarily by a demand for digitalization, which has been further strengthened by the outbreak of the Covid-19 pandemic. When Covid-19 reached Europe, the development of new digital solutions was accelerated to cope with the situation, resulting in a multitude of new solutions being introduced such as remote consultancy and infection monitoring systems, which also caters to a trend of increasing patient centrality. As an example, the Group developed a telemedicine solution within a few weeks of the outbreak in Denmark of Covid-19, which enabled doctors and patients in Denmark to continue consultations online through the MyDoctor application.

Generally, digitalization in the health care sector is centered around enhancing efficiency and streamlining processes. Trifork has a long history of servicing health care institutions and has, for instance, contributed to digitalizing the sector in Denmark in collaboration with the Danish Health Authority. Among other things, the Group develops and operates the nationwide shared medication record in Denmark in addition to IoT-based systems and self-service solutions. The adoption of AI is likewise gaining popularity, with the aim to reduce the risk of human errors and enhance the efficiency and precision of diagnostics.

14.4.3 Smart Building market

The Smart Building market comprises organizations' investments in intelligent solutions with IoT technology as the backbone. Measured by money spent on IT and installation services, the largest application areas include smart grid, freight management, omni-channel operations and smart building/smart home solutions. Driven by a desire to reduce the environmental footprint while increasing efficiency, reducing costs and improving customer experiences, the Smart Buildings market within the Core Geographies is expected to grow at a CAGR of 8% from 2020 to 2024. Exemplified by an expected CAGR of 10% in the Danish market from 2020 to 2024, Denmark is expected to exhibit particularly high demand for Smart Building solutions in the years to come.

Service capabilities are an increasingly decisive factor when customers choose an IoT provider as integration with existing systems is paramount. In addition to integration, service providers need to have capabilities in data management and analytics. These essential elements of IoT solutions are difficult for organizations to master relying solely on in-house IT resources, given the need for highly specialized personnel and technical knowledge. The Group has developed innovative solutions to address these essential needs and has among other solutions built a private cloud solution for Danfoss to handle secure connections to more than 400,000 IoT devices (289,000 Digital frames and 143,000 Heat controllers).

14.4.4 Smart Enterprise market

The Smart Enterprise market comprises organizations' IT and services spending on Smart Enterprise software, which includes mobility and AI solutions. Organizations invest in enterprise software to optimize, streamline and automate business processes that have been managed across multiple isolated systems in the past or even by pen and paper. In addition, the Smart Enterprise market extends to demand for the transformation of ERP systems and other processes into user-friendly solutions. The Group has broad experience within this market and has, for instance, assisted Banedanmark, the Danish railway infrastructure manager, in developing a digital tool for Banedanmark's field workers and administrative personnel where paper-based processes were replaced by iPads, GPS, Siri and automatic validation of data. From 2020 to 2024, the market for Smart Enterprise solutions is expected to grow at a CAGR of 16% while the market in Switzerland with a CAGR of 20% is expected to exhibit the highest growth among the Core Geographies.

Growth in the Smart Enterprise market is expected to be driven primarily by expanding use cases for enterprise systems in addition to the introduction of new technologies for which optimal use may require external IT services. The expansion in use cases is driven in turn by an increasing ability and motivation to create enterprise systems that are fully mobile. As blue-collar and field workers do not typically have permanent access to computers, mobile applications are increasingly used to reach and interact with this key part of the work force, and the industries employing such workers are thus becoming part of the addressable market. In addition, the use cases for enterprise systems are expanded as employees have started working from home more frequently. As access to high-speed data in the home is becoming more common, the physical boundaries of the workplace have blurred, which is a trend that has been accelerated by the Covid-19 outbreak. Consequently, more users now require application access from home, and systems must accommodate remote access going forward.

Rapid technological development in recent years is another significant driver of growth in the Smart Enterprise market. The market has seen advances in the use of artificial intelligence, and many systems are now available using cloud technology. However, utilizing such services can be very complex and requires skills that most organizations do not have internally, thus increasing demand for third party services not only for the development of such systems but for their ongoing operation and maintenance.

14.4.5 Cyber Protection market

The Cyber Protection market consists of organizations' spending on software and service solutions that prevent or limit malicious cyber threats imposed by criminal organizations, among other bad actors. IT security remains a top priority for organizations and is gradually perceived as a business enabler that creates the foundation for trust in a digital economy. Typical offerings within the market include managed security services that accommodate skill shortage in organizations, secure log collection and general consulting with organizations on their security strategies. From 2020 to 2024, the Cyber Protection market within the Core Geographies is expected to grow at a CAGR of 9% driven by an increasing threat level in combination with a skill shortage within organizations.

For organizations, cyber protection is no longer only about protecting the integrity of systems infrastructure and applications, but extends to protecting the organization from loss of data residing on numerous devices, in different clouds and even on premises. Despite measures being taken to prevent cyber attacks, security breaches do happen and being able to identify, analyze and remedy breaches is at least as important as minimizing the risk of a breach. The growing cost of security breaches combined with the increased sophistication of attacks and continuous expansion of threat vectors has resulted in a skill and resource shortage in many organizations, which drives the Cyber Protection market towards outside service providers. The Group has broad expertise within this field and has among other customers assisted a Danish organization with a security gap analysis. The analysis identified areas of improvement from a security perspective that were turned into an investment plan with initiatives and technologies that could resolve the security fragilities. The Group followingly assisted with the implementation of the investment plan.

14.4.6 Cloud Operations market

The Cloud Operations market comprises companies' spending on both public and private cloud initiatives. Cloud is becoming the standard deployment model for both applications and infrastructure across Europe to bring greater flexibility and efficiency to organizations' IT infrastructure. This development is exemplified by the European Commission's Digital Strategy, which sets a vision for a digitally transformed, user-focused and data-driven administration by 2022 in which cloud computing serves as a key enabler (European Commission Cloud Strategy, 16 May 2019). Besides attending to its own strategic ambitions, the European Commission has actively promoted cloud computing to organizations and public administrations since the first European Cloud Computing Strategy in 2012.

The Cloud Operations market within the Core Geographies is expected to grow at a CAGR of 10% from 2020 to 2024. The Cloud Operations market is heavily influenced by developments in the public cloud market, which is associated with three main vendors, Amazon (AWS), Microsoft (Azure), and Google (GCP). However, as more companies migrate to private cloud environments, the significance of the private cloud as a driver in the market has increased. At the same time, the requirements for the technical capabilities of IT service providers and the products they deliver have increased. To cope with the changing regulatory landscape and the demand for solutions that are flexible and capable of being migrated from local storage to private or public cloud and vice versa, the Group has, among other initiatives, turned to developing solutions that are agnostic between cloud environments. The Group has also developed new applications that are cloud-native even if they are to be

implemented locally in the first instance, allowing for a potential move to cloud-based infrastructure in the future.

As more companies bring solutions into the cloud, the need for cloud services grows. Such services typically entail integration with a patchwork of existing applications and systems, while legacy applications need to be cloud enabled. Development of new cloud applications exceeds the capabilities of most in-house IT departments, and with the introduction of multiple cloud environments (public, private and hybrid cloud) the need for external IT services has increased.

14.4.7 Expansion of the addressable market

While the Group's six business areas are expected to benefit from the positive market outlook, the Group seeks to address a larger share of the market by, for example, acquiring companies and by developing new capabilities in-house or through collaborations. More recently, the Group increased its exposure to public customers by the acquisition of Nine A/S.

The Group may also expand beyond its current Core Geographies, which would increase the size of the addressable market. With inspiration from its global GOTO conferences where market interest and opportunities are tested, the Group continuously monitors trends and market potential. Such information is used to evaluate the possibility of entering new geographies both organically and through acquisitions. Previously, the Group has used acquisitions to enter and establish firm presence in both the United Kingdom and the Netherlands by acquiring Open Credo and Orange11, respectively.

14.5 Competitors

The competitive space in the IT and business services market consists of multiple competitor groups with distinct characteristics and focus areas. Given the dispersed nature of the market and the high degree of complexity in solutions, competition varies within each market segment in each country and is further dependent on the nature of the specific services offered. For the Group, most organizations in the market can at once be competitors, co-contractors, subcontractors and customers as the development of novel solutions involves many workstreams and touchpoints, and rarely will any single vendor be able to effectively undertake all workstreams. As an example, the space of competitors within the FinTech segment will depend on the country and on whether the customer is seeking custom application development services or whether the customer is seeking low-value added services such as infrastructure maintenance or system implementation. In the latter case, financial institutions' own IT departments may be competitors to Trifork whereas in the first case, such in-house IT departments may be Trifork's customers.

While the Group competes with some companies across multiple business areas and in multiple countries such as Netcompany, Epam and Kainos, the Group has no single key competitor. For illustrative purposes, Figure 6 provides an overview of what the Group considers common competitors within each of the Group's business areas.

Figure 6: Key competitors within the Group's six verticals and horizontals

FinTech	Digital Health	Smart Building	Smart Enterprise	Cyber Protection	Cloud Operation
Commentor IT Minds Mjølner	Kvalitets-IT Netcompany	IT Minds Mjølner	Netcompany Systematic	NNIT SecureDevice	Commentor Conscia IT Minds NNIT
Contino Epam Endava Kainos	BJSS Software	Endava Epam Kainos	101 Ways Kainos ThoughtWorks	BJSS IT Lab NCC Group	Contino BJSS Epam Pythian
AdNovum Confinale Zühlke	Fluance	Axians	Netconomy	Avantec	Netrics Swisscom Zühlke
Endava Epam Ximedes	Cognizant Vecozo	Endava Epam Luxoft	Centric Intelligence	Infradata Fox IT Wortell	Epam Luminis

15 BUSINESS

Investors should read this section in conjunction with the more detailed information contained in this document, including the financial and other information appearing in “Risk Factors” and “Operating and Financial Review”. Unless otherwise indicated, the market data provided in this section is derived from, and the discussion of market trends is based on the Group’s analysis of, the Market Study, see “Market and Industry Information”.

15.1 Overview

The Group is a next-gen IT and business service provider which strives to be at the forefront of technological innovation. The Group inspires and teaches customers about new technological possibilities, builds innovative software solutions and operates and maintains these solutions. Since its inception in 1996, Trifork has been motivated by pushing the boundaries of how new technologies and methods can be applied and developed into novel solutions that can enable its customers to become industry leaders. Trifork’s ability to stay at the forefront of technology and to challenge status quo for customers is captured by Trifork’s distinct go-to-market model. The Group’s operating segments are organized under Trifork and Trifork Labs. Trifork’s go-to-market model consists of three interrelated segments, each of which comprises an operating sub-segment under the Trifork segment for financial reporting purposes:

- **Inspire:** Through the Inspire segment, the Group offers discovery and teaching of new technologies across different platforms, forums and collaborations including GOTO conferences, book clubs, collaboration with global thought leaders through training as well as Accelerate workshops using Design Thinking. The main source of revenue in this segment has historically been ticket revenue from conferences. Inspire revenues accounted for 0.8% and 1.7% of the Group’s Trifork segment revenues for the three months ended 31 March 2021 and the year ended 31 December 2020, respectively and (7.0)% and (9.0)% of the Group’s Trifork segment earnings before financial items, tax, depreciation and amortization for the three months ended 31 March 2021 and the year ended 31 December 2020, respectively.
- **Build:** Through the Build segment, the Group offers product development services for customers, typically entailing full-featured software solutions using the latest technology presented to customers in the Inspire phase. Development takes place in an agile software development process with frequent customer touch-points and a string of smaller development phases to ensure that development is constantly refined and that all parties involved in the development process are aligned on shared development goals. Build revenues accounted for 77.6% and 75.2% of the Group’s Trifork segment revenues for the three months ended 31 March 2021 and the year ended 31 December 2020, respectively and 150.7% and 99.0% of the Group’s Trifork segment earnings before financial items, tax, depreciation and amortization for the three months ended 31 March 2021 and the year ended 31 December 2020, respectively.
- **Run:** Through the Run segment, and following the Build phase, the Group provides managed services and continuous development support for its customers as well as cloud operations pursuant to which the Group offers to manage and potentially also host, the customer’s private, public or hybrid cloud systems. Customers will typically select one or more of these services depending on their in-house capabilities and preferences. Revenue for the Run sub-segment typically comprises a greater proportion of recurring revenue (revenue derived from licenses and royalties, hosting, operations and support agreements and long-term service and development contracts covering periods greater than twelve months) than in the Build or Inspire sub-segments. Run revenues accounted for 21.5% and 22.9% of the Group’s Trifork segment revenues for the three months ended 31 March 2021 and the year ended 31 December 2020, respectively and 26.1% and 34.6% of the Group’s Trifork segment earnings before financial items, tax, depreciation and amortization for the three months ended 31 March 2021 and the year ended 31 December 2020, respectively.

The Group delivers its services across three distinct verticals (FinTech, Digital Health and Smart Building) and three megatrend-driven horizontals (Smart Enterprise, Cyber Protection and Cloud Operation) with a focus on its Core Geographies which include Denmark, the Netherlands, the United Kingdom and Switzerland. Business units are grouped into six clusters matching these business areas.

In the Trifork Labs segment, the Group founds and invests in new start-ups as a part of the Group’s overall research and development strategy. The Group focuses on investments in: (1) software product companies that invent new technology, (2) companies building technology that can be a business driver for the Group and (3) companies that can be a strategic partner to the Group, both benefiting from the Group’s services and helping the Group grow its service business. Once a particular start-up has demonstrated a revenue track record, the Group assists it in obtaining venture financing to facilitate future growth.

The following table shows key performance indicators for the Group for the periods indicated:

	Three months ended 31 March (unaudited)		Years ended 31 December		
	2021	2020	2020	2019	2018
	(in EUR '000, unless otherwise indicated)				
Revenue	39,415	28,529	115,358	106,428	86,508
<i>FinTech</i>	4,290	5,286	16,668	21,231	12,559
<i>Digital Health</i>	4,062	3,862	14,572	12,676	11,264
<i>Smart Building</i>	851	542	2,859	1,737	3,662
<i>Smart Enterprise</i>	20,178	11,300	49,237	39,740	31,021
<i>Cyber Protection</i>	3,040	1,387	8,057	3,561	3,010
<i>Cloud Operation</i>	6,642	5,390	21,735	19,092	17,833
Revenue growth (unaudited) ⁽¹⁾	38.2%		8.4%	23.0%	34.1%
Organic revenue (non-IFRS) (unaudited) ⁽²⁾	31,768	28,013	103,977	99,044	80,230
<i>Inspire</i>	314	708	1,945	8,051	7,140
<i>Build</i>	22,943	21,400	76,107	69,194	55,224
<i>Run</i>	8,473	5,851	25,639	21,458	17,818
Organic revenue growth (non-IFRS) (unaudited) ⁽¹⁾⁽²⁾	11.4%		(2.3)%	14.5%	24.3%
<i>Inspire</i>	(55.6)%		(75.8)%	12.8%	(3.4)%
<i>Build</i>	5.7%		(0.6)%	12.5%	26.6%
<i>Run</i>	40.0%		19.5%	20.4%	40.9%
Adjusted revenue (non-IFRS) (unaudited) ⁽²⁾	39,415	28,529	115,358	101,393	80,269
<i>Inspire</i>	314	708	1,945	8,051	7,140
<i>Build</i>	30,583	21,715	86,705	71,784	55,781
<i>Run</i>	8,480	6,052	26,422	21,217	17,300
Adjusted revenue growth (non-IFRS) (unaudited) ⁽¹⁾⁽²⁾	38.2%		13.8%	26.3%	32.0%
<i>Inspire</i>	(55.6)%		(75.8)%	12.8%	(3.4)%
<i>Build</i>	40.8%		20.8%	28.7%	38.7%
<i>Run</i>	40.1%		24.5%	22.6%	40.2%
Earnings before financial items, tax, depreciation and amortization	5,323	3,965	16,975	15,637	10,066
Adjusted EBITDA (non-IFRS) (unaudited) ⁽²⁾	7,115	4,089	17,930	15,907	10,066
Adjusted EBITDA margin (non-IFRS) (unaudited) ⁽²⁾	18.1%	14.3%	15.5%	14.9%	11.6%
Adjusted Trifork Segment EBITDA (non-IFRS) (unaudited) ⁽²⁾	7,667	4,220	20,168	16,469	10,701
Adjusted Trifork Segment EBITDA margin (non-IFRS) (unaudited) ⁽²⁾	19.5%	14.8%	17.5%	15.5%	12.4%
Earnings before financial items, tax and amortization	3,498	2,512	10,255	10,404	8,156
Adjusted EBITA (non-IFRS) (unaudited) ⁽²⁾	5,290	2,636	11,210	10,674	8,156
Adjusted EBITA margin (non-IFRS) (unaudited) ⁽²⁾	13.4%	9.2%	9.7%	10.0%	9.4%
EBT	3,663	1,925	47,042	17,743	16,030
Adjusted EBT (non-IFRS) (unaudited) ⁽²⁾	5,455	2,049	47,997	18,013	16,030
Percentage of Revenue by Sub-Segment					
<i>Inspire</i>	0.8%	2.5%	1.7%	7.6%	8.3%
<i>Build</i>	77.6%	76.1%	75.2%	72.0%	71.1%
<i>Run</i>	21.5%	21.2%	22.9%	20.2%	20.6%
Average FTEs	822	648	682	626	500

(1) Comparable figures were not reported for the three months ended 31 March 2019 and accordingly, percentage growth is not presented for the three months ended 31 March 2020.

(2) Represents a non-IFRS measure. For a reconciliation of this non-IFRS measure to the nearest IFRS measure, see “Operating and Financial Review—Non-IFRS Financial Measures and Other Key Performance Indicators.”

15.2 History and development

The Group was founded in Denmark in 1996, and has been motivated ever since to push the limits and boundaries of what new technologies and methods can do to make life better and easier for everyone. In 2007, the Group listed on the Nasdaq Copenhagen, where the company's shares traded for around six years with Trifork A/S being the listed entity. In the beginning of 2014, the headquarters of the Group were moved to Schindellegi, Switzerland, and Trifork Holding AG was established as the holding company of the Group. As part of this reorganization, the Group was delisted from Nasdaq Copenhagen. Today, the Group aspires to maintain a position on the top of the "technology wave" in the IT service sector by continuously challenging the status quo for its customers. The Company has approximately 894 employees across 27 offices including 13 offices located across Denmark, and additional offices around the globe including in Berlin, Zürich, Amsterdam, Eindhoven, London, Stockholm, Krakow, Budapest, Barcelona, Palma, San Francisco and Vienna.

The Group's significant milestones and entry into new markets have been supported by the following significant acquisitions:

- **2011:** the Group acquired a controlling stake in Erlang Solutions Ltd. ("**Erlang Solutions**"), headquartered in London, in order to expand the Group's presence to Stockholm, London and Krakow and offering its customers end to end solutions in telecommunications, messaging, payment systems and process control.
- **2012:** the Group acquired Orange11, headquartered in Amsterdam. Orange11's product offering complemented that of the Group and enabled the Group to expand in the Dutch market.
- **2015:** the Group acquired control of Open Credo Ltd. ("**Open Credo**"), headquartered in London, expanding the Group's footprint in the United Kingdom (the Group acquired all remaining shares in Open Credo Ltd. in 2016).
- **2016:** the Group acquired an 88% stake in Netic A/S ("**Netic**"), headquartered in Denmark. The acquisition enhanced the Group's capacity to deliver ongoing operational support to its customers.
- **2018:** the Group acquired a 51% stake in Invokers A/S, headquartered in Denmark, to initiate the Group's Smart Enterprise business area, giving the Group the ability to deliver solutions integrating SAP-back-end with mobile front-end, and to increase focus on Design Thinking. In 2019, the Group acquired all of the remaining shares in Invokers A/S, which was renamed "Trifork Smart Enterprise."
- **2020:** Trifork acquired a 70% stake in Nine A/S ("**Nine**"), a Danish next-gen IT company, strengthening and anchoring the Group's role as a provider of software development services to the Danish public sector and increasing the diversity of the Group's customer and revenue mix.

15.3 The Group's competitive strengths.

The Group believes that the following competitive strengths will help it maintain and expand its strong position in the next-gen IT and business service market.

15.3.1 *Active in the high-growth next-gen IT market driven by digital transformation*

While many traditional IT players service the declining legacy IT market, the Group is focused on the fast-growing next-gen technology market, which represents the architecture of information and communication technology based on the newest and most modern technologies.

The next-gen IT market in Western Europe is expected to grow at a CAGR of 7% in the period between 2020 and 2024, which is well-above the growth in the total IT and business services market that is expected to grow at a CAGR of 2% between 2020 and 2024. Within the next-gen IT market, the Group focuses on a specific range of segments through its six distinct vertical and horizontal business areas, all of which are expected to grow in the Group's Core Geographies at CAGRs greater than that of the next-gen IT market overall in such geographies for the period between 2020 and 2024: Fintech (8% CAGR), Digital Health (9% CAGR), Smart Building (8% CAGR), Smart Enterprise (16% CAGR), Cyber Protection (9% CAGR) and Cloud Operations (10% CAGR). The high growth in the next-gen technology market is driven primarily by the growing demand for digital transformation and high-value added services. The Group sees this as a structural shift in the market towards high-value added services and complexity which is expected to change the competitive dynamics faced by market participants. Competition is increasingly based on agility and the ability to ideate and enable customers to disrupt their respective markets. Customers in the next-gen IT market increasingly demand a shorter timeline from idea to product, which in turn requires IT service providers to be agile and technologically capable.

15.3.2 Full circle Inspire-Build-Run go-to-market model

Figure 7: The Group's go-to-market model (2020 figures)



The Group's focus is on its go-to-market model that consists of three interrelated segments "Inspire", "Build" and "Run" which is at the core of the Group's success and enables the Group to continuously explore, learn and deliver solutions to customers along their digitalization journeys. The go-to-market model mimics what the Group believes to be a natural flow for successful modern software development and aligns with the Group's ambition of having all software development revolve around the customers' need for solutions and thereby ensuring that all solutions are customer-centric by nature.

The full-circle go to market model serves as a differentiator to the Group's competitors in several respects. The Inspire phase presents the customer with the opportunity for strategic decision making relating to the latest innovations and technologies. The Group connects customers and individuals the Group considers to be thought leaders from around the world at the Group's GOTO conferences, workshops and book clubs and provides free access to inspiring IT business service content through social media. The Group believes that these platforms, upon which the Group has collaborated with industry and thought leaders, are perceived as a center of innovation within certain technology trends (such as cyber protection, analytics, quantum computing, AI, machine learning and cloud technology) and have enabled the Group to become a trusted IT service expert and partner for existing and new potential customers. The Inspire phase is intended as a natural first step to establish a customer relationship where technology introduced in the Inspire phase is applied in a software solution for the customer during the subsequent Build phase. For example, during a Trifork Accelerate workshop, ideas, prototypes and solutions are constantly tested with real end users from the Group's customers. In this way, both the problem and the solution are validated by real users and software experts. The Build phase commences when the customer engages the Group to develop the software solution or product using relevant technology. Established through a long track-record of agile software development, the Group is capable of transferring knowledge and new technology into innovative solutions and products in the Build phase. The Group seeks to maintain a close relationship with its customers and to secure continued revenue streams through continuous product development and operational support in the Run phase with respect to the solutions

previously built and delivered to the customer during the Build phase. Together the three segments of the go-to-market model provide a value proposition and enable repeat customers and recurring revenue.

15.3.3 Established innovation company with next-gen capabilities and a track record of growth and profitability

With a focus on the next-gen IT market, the Group has selected a specific range of quickly growing market segments defined in its six different business areas in the Core Geographies (Denmark, Netherlands, the United Kingdom and Switzerland). The Group's six business areas consist of three verticals, FinTech, Digital Health and Smart Building, where the Group has developed deep domain knowledge and three horizontals, Smart Enterprise, Cyber Protection and Cloud Operations across which the Group's services serve as a foundation for the Group's verticals or are delivered as unique services to the Group's customers.

15.3.4 Long-term relationships with blue-chip and other customers driving growth through repeat stacked business

The Group has a large number of long-standing relationships with a diverse base of blue-chip customers across all of the Group's vertical and horizontal business areas within both the private and public sectors. In 2020, approximately three quarters of the Group's revenue was attributable to private sector customers while approximately one quarter was attributable to public sector customers. The Group expects the proportion of total revenue attributable to the public sector to increase, following the acquisition of Nine. In both sectors, many of these customers have continuously entrusted the Group with solving some of their highly complex operational challenges. The Group considers this as a sign of trust in the Group's innovation capabilities. As part of these strategic customer relationships, the Group is able to accompany customers throughout the entire lifecycle of its solutions by applying the "Inspire-Build-Run" go-to-market-model. This entails taking the customer from the ideation stage through product development to product operation. As part of this go-to-market-model the Group can develop various stacked solutions for the same customer. This creates a stable base of recurring revenue through long-term support contracts, repeat business, cloud operations and other products delivered and operated by the Group. While many of the Group's strategic customers in its Fintech, Smart Building, Smart Enterprise, Cyber Protection and Cloud Operation business areas operate in the private sector, the Group also serves a range of large public sector entities, particularly through its Digital Health vertical. In 2007, for instance, the Group was selected as vendor by the Danish Health Data Authority to support the agency in establishing a nationwide Shared Medication Record aimed at combining all available up-to-date health information on every Danish citizen from a variety of local systems. Since then, the Group has been part of building, tuning, expanding and driving the system and has driven this into a long collaborative journey with the Danish Health Data Authority including several product development processes. The Group has built seven new important systems for the agency in the past three years and is currently operating twelve systems in total. The Shared Medication Record is a large Danish cross-sectoral public healthcare project, and the Group continues to deliver the central solution with over 99% up-time through continuing product development, often involving complex updates.

The Group's revenue derived from its top 20 customers was approximately EUR 38 million in 2018, EUR 53 million in 2019 and EUR 60 million in 2020, reflecting a CAGR of 26% over the period with a low churn among the top 20 customers. The Group's repeat business is supported by a high net promoter score average of 78 between 2016 and 2020, which puts the Group ahead of its closest competitors. Of the Group's top 25 customers in 2018, the Group continued to do business with 22 such customers in 2020. In 2020, approximately 75% of the Group's revenue in the Build sub-segment was repeat revenue from existing customers.

In addition, the Group has increased the share of its recurring revenue (revenue expected to be derived from licenses and royalties, operations and support agreements and long-term development contracts covering periods greater than twelve months) and repeat revenue (revenue expected to be derived from customers with whom Trifork has had regular commercial dealings over more than two years, regardless of whether product development is expected to be completed within twelve months) as a percentage of total revenue. This increase is primarily attributable to an increasing focus on the Run segment and in particular an increase in recurring revenue. In addition, to the extent that intellectual property rights ("IPR") developed for one customer can be scaled and applied in other contexts or support solutions for other Group customers, the Group seeks to obtain the relevant IPR from the original customer (provided that the Group's intended use for the IPR is non-conflicting from a competitive perspective for that customer), in exchange for nominal discounts in respect of ongoing services or continuous product development assistance. By licensing such IPR, the Group is able to

generate additional recurring revenue. The Group generates recurring revenue from product resale, in particular in respect of its cloud operations services.

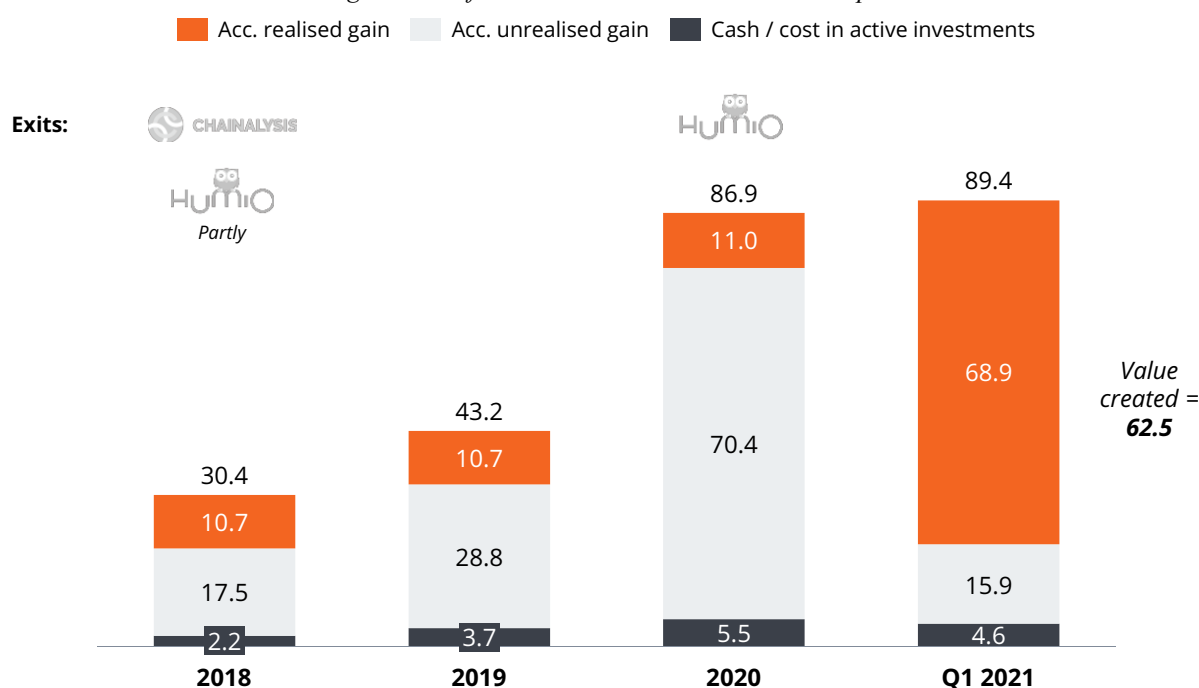
15.3.5 Venture-financed R&D capabilities through Trifork Labs companies

The Group utilizes an innovative approach to research and development by investing into and sparring with promising technology start-ups that develop innovative software solutions. This part of the business, known as Trifork Labs, has been a focus areas of the Group for more than 20 years.

Trifork Labs supports individual start-ups in their development by providing advice, making seed investments, helping the start-up to identify and secure their first customers, assisting with administration and organizational planning and, at the appropriate time, assisting with venture capital fundraising. In the process of working with start-up companies, the Group gains valuable know-how from their technological development, ensuring that the Group becomes familiar with emerging disruptive technologies at an early stage. Once the start-up achieves a base level of annual revenue, typically USD 1 million, the Group will either assist the start-up with securing venture capital financing or, where the business is generating a positive cash flow and is a strong fit with the Group's existing capabilities, fully integrate the business as part of the Group's core offering. The Group's approach to investing through Trifork Labs represents a deliberate strategy to share risk and scale of R&D development with other investors, thereby amplifying the R&D effect of its original investments and allowing the Group to remain close to the center of innovation while reducing its risk in respect of any single investment. Successful exits are realized once commercial and innovative benefits have been achieved in order to balance the Group's overall risk profile. Based on the increase in their fair value, the Group's most successful Labs investments to date include Humio Ltd. ("**Humio**"), AxonIQ B.V., XCI ApS, CloudCredo Ltd., Tradeshift Ltd., Chainalysis Inc. and Programmable Infrastructure Solutions AG ("**Container Solutions**").

Since 2016, the Group has succeeded in assisting its Trifork Labs investments in raising EUR 65.3 million of external financing from a number of reputable funds, including Accel, Dell Technologies CAPITAL, Volta Ventures, RTP Global, and other investors. Trifork Labs has generated positive net value for the Group of EUR 62.5 million since 2018 and until 31 March 2021 (approximately EUR 84.8 million since inception of Trifork Labs), as measured by the Group's aggregate realized and unrealized gains less the Group's cost in respect of its active investments. The Group continuously tracks both its realized and unrealized return on investment from Trifork Labs companies (where the realized component represents gains from exited investments and the unrealized component represents gains in the recognized fair value of the Group's investments), see "*Operating and Financial Review—Key Accounting Policies*". Figure 8 provides an overview of the development in accumulated realized and unrealized gains in addition to accumulated cash deployed in active investments.

Figure 8: Trifork Labs cumulative value build-up



In addition to gaining important know-how, Trifork Labs enables the Group to attract and retain top talent by supporting employees in founding start-ups. As many of the Group's employees are at the technological forefront, Trifork Labs supports the retention of talents that seek to test their own business ideas, thus enabling the Group to retain highly qualified entrepreneurial talent that would otherwise seek out new ventures outside the Group.

15.3.6 Established track record of growth and profitability

By nurturing customer relationships and delivering strong solutions, the Group has succeeded in establishing a strong financial track record of revenue growth. From 2018 to 2020, the Group's revenue has grown at an average CAGR of 15.5%. Over the longer term, the Group's revenue has grown at a CAGR of 23% since 2007. This growth has been supported by strategic acquisitions accounting for approximately one-third of revenue growth. Since 2007, the Group's business has been profitable each year and has generated year-on-year revenue growth.

15.3.7 Self-managed Teal organizational model ensuring motivation, entrepreneurial culture and agile delivery model

The Group has for more than 20 years, adopted an organizational model that is based on a group of individual and largely autonomous business units that share a joint corporate DNA, culture and philosophy. The Group's organizational model, which has been integral to the Group's business, largely represents the principles of the Teal organizational model and enables the Group to adapt and achieve scale and encourages entrepreneurial spirit, motivation, innovation, collaboration and talent attraction and retention. In addition, the Group believes that this organizational model fosters transparent performance benchmarking and management.

Under its organizational model, the Group is organized in smaller business units of, ideally, 12 to 42 employees allowing a direct and informal style of internal communication while providing room for entrepreneurship throughout the organization. Building a flat organization of synergy-sharing units empowers each employee to take ownership and responsibility while making the Group less dependent on single individuals. The business units are often organized in smaller teams depending on the work in which they are involved. In the Group's view, optimal composure of the business units allows the business units to generate a substantial amount of new ideas that may transform into new concepts and opportunities for the Group. As part of the Teal organizational model, newly developed concepts are shared with other Trifork business units. This kind of cooperation enables the Group to maintain a highly innovative organization while growing in size. The business units share services such as controlling, accounting, legal, IT, sales and marketing tools and other common functions to ensure a lean cost structure whilst achieving a requisite level of internal controls and compliance. The Group's organization today spans over 27 office locations and 49 business units.

The Group considers the Teal organizational model to be key not only to internal performance in the Group but also to its strategic acquisitions. The Group has a long history of acquiring strategic targets, having completed more than 11 acquisitions since 2010, including: Erlang Solutions, Orange11, OpenCredo, Duckwise, Netic, Testhuset, Invokers, SAPBASIS, MM Technology, Nine and Vilea. The Group prefers to take a majority stake in, but not total ownership of, its acquisition targets, typically acquiring between 50.1% and 70.0% of any individual target in the first instance. This strategy permits the Group to consolidate such targets and to control the intellectual property and specialized capabilities of each target company whilst ensuring that the existing owners (typically, the founders) of such companies remain engaged and motivated to drive the success of the target business even after the Group's acquisition. Upon the Group's acquisition of a majority stake, a tailored integration process is initiated whereby the target company is gradually assimilated into the Group's setup and culture. Depending on the specific target, its operations are either merged into the Group's existing business units or established as an entirely new business unit. This integration process generally takes place over a two to three year period, following which the Group may or may not ultimately seek to acquire a 100.0% stake in any given acquisition target. The pace of integration is determined by the acquisition rationale and transaction structure. Overall, the Group's organization model is often attractive to potential targets, as the Group is able to accommodate continued autonomy post-acquisition, while both the Group and the target business benefit from their respective areas of expertise.

15.3.8 Experienced founder-led Executive Management team with successful industry track record and focus on developing talent

The Group's dedicated, long-serving Executive Management team is led by the Group's co-founder and CEO, Jørn Larsen, and CFO Kristian Wulf-Andersen. See "*Board of Directors and Executive Management and Key Employee—The Executive Management*". The Executive Management team is experienced in managing and

operating listed companies as shown in their position during the Group's previous listing. In addition, the leadership team of the Group is comprised of IT professionals with strong operational experience and execution capabilities gained through numerous customer interactions both during their tenure with the Group and in other previous functions. Besides the Executive Management, the Group's leadership team also includes Jesper Grankaer Carøe (Deputy CEO and CCO Digital Health) and Jacob Strange (CEO of Nine), as well as the respective Chief Commercial Officers leading the Group's six horizontal and vertical business areas. The Group's Executive Management and leadership team has a successful track record of delivering profitable growth throughout several macroeconomic cycles and technology transformations. The Group is led by a diverse and experienced Board of Directors headed by independent chairperson Julie Galbo from Denmark and vice chairperson Olivier Jaquet from Switzerland and including Casey Rosenthal from the United States, Maria Hjorth and Lars Lunde from Denmark. See "*Board of Directors and Executive Management and Key Employee—The Board of Directors*".

Furthermore, to ensure continuous growth of leadership talent within the Group, the Group invites selected talented employees to participate in leadership trainings. The selected participants start their training together with all employees at the Group's Family Training and additionally benefit from the Group's internal leadership program under the guidance of the CEO. Through the training, participants also develop a range of soft skills required to be part of the Trifork leadership universe. The Group prefers to promote talent internally. The Group believes that their "Trifork DNA" enables young talent to grow within the organization, assuming more responsibilities through roles such as unit leaders and business unit leader board members.

15.4 The Group's strategy

The Group's key strengths have positioned it well to take advantage of the continued growth in demand for innovative and disruptive solutions in the technology market. The Group's strategy going forward is focused on: (i) building a foundation for further growth by perfecting the "Trifork Way"; (ii) defending and growing its market position in Europe, (iii) diversifying its revenue mix with an emphasis on recurring revenue growth, (iv) seeking out strategic collaborations and targeted strategic acquisitions and (v) accelerating strategic and operational partnerships.

15.4.1 Build a foundation for further growth—Perfecting the "Trifork Way"

A central pillar of the Group's strategy is to continuously develop its core competencies and capabilities in order to maintain its market positioning as a disruptive and innovative provider of next-gen technology, able to offer its customers solutions grounded in the latest cutting-edge technologies. Additionally, the Group aims to ensure that all business units are trained in the "Trifork Way". The main focus areas in this regard are:

- *Strengthen next-gen capabilities:* The Group intends to maintain a continued focus on developing the technical skills of its employees through education and inspiration. This includes further strengthening the Group's connection with individuals the Group considers to be thought leaders in the industry, continuing to leverage the knowledge-base of the Group's strategic and operational partners, and selective competence building through training and certification in specialist applications (as the Group has done in the past, in the field of quantum computing).
- *Advance the Teal organizational model:* The Group intends to train all new business units in, and to reinforce training for all existing business units in, the "Trifork Way" of doing business based on the Group's Teal organizational model. The Group believes that the Teal organizational model enables it to adapt and achieve scale and encourages entrepreneurial spirit, motivation, innovation, collaboration and talent attraction and retention. In addition, the Group believes that this organizational model fosters transparent performance benchmarking and management.
- *Scale R&D efforts (Trifork Labs):* The Group intends to continue to solidify the position of its Trifork Labs segment as an integral part of the Group. The Group's approach to investing through Trifork Labs represents a deliberate strategy to share the risk of R&D with other investors, thereby amplifying the effect of the Group's R&D investments and allowing the Group to remain close to the center of innovation while reducing its risk in respect of any single investment. In addition to obtaining important know-how, Trifork Labs enables Trifork to attract and retain talent as many of the Group's employees are entrepreneurial by nature and some would like to test out their own business ideas, which is encouraged by Trifork Labs.

15.4.2 Defend and grow the Group's market position in Europe

Building on its existing market position in its Core Geographies, the Group intends to defend and grow its current market position in Europe, in particular by strengthening its presence in Switzerland and the United Kingdom. The Group's strategy is differentiated across its Core Geographies:

- *Denmark:* Denmark represented 72.7% of the Group's total revenues for the year ended 31 December 2020, representing the Group's largest market. The Group plans to maintain its organic, sustainable growth in Denmark and to prioritize product development while maintaining pricing discipline. While the Group will continue to seek out opportunistic growth in Denmark, the Group expects that the share of Group revenue represented by its operations in Denmark will be comparatively lower in the future as a result of additional emphasis on strategic growth in other geographies.
- *United Kingdom:* The United Kingdom represented 8.4% of the Group's total revenues for the year ended 31 December 2020. The Group aims to substantially increase its existing market share in the United Kingdom through organic and inorganic growth. In addition, the Group plans to defend its margins in the United Kingdom, including by adding front-end competencies to its current product offering. The Group expects that the share of Group revenue represented by its operations in the United Kingdom will increase compared to its operations in other regions.
- *The Netherlands:* of the Netherlands represented 7.3% of the Group's total revenues for the year ended 31 December 2020. The Group intends to focus in the Netherlands on product development, strengthening its existing customer relationships and maintaining its current market position.
- *Switzerland:* Switzerland represented of 1.5% of the Group's total revenues for the year ended 31 December 2020. The Group aims to strengthen its market share in Switzerland by focusing both on organic growth as well as on opportunities for inorganic growth thereby increasing the share of Group revenue represented by its operations in Switzerland in the future. The Group plans to continue to build its track record and experience in the Swiss market, including by leveraging the Group's existing know-how and demonstrated success in other markets.

The Group also delivers services to customers outside of its Core Geographies, including in Germany, Oman, the United Arab Emirates, Spain, Sweden and the United States, which in aggregate represented 10.1% of the Group's total revenues for the year ended 31 December 2020. The United States and Sweden are the Group's largest markets outside of its Core Geographies. The Group's strategy outside of its Core Geographies is to seek opportunistic expansion. In addition, the Group intends to continue to track market trends and monitor new markets for potential growth opportunities.

15.4.3 Diversify the Group's revenue mix, with an emphasis on recurring revenue growth in the Run segment

The Group intends to increase the proportion of its total revenues that is represented by recurring revenue streams, seeking to build a stable base of recurring revenue through long-term support contracts, repeat business, cloud operations and other products delivered and operated principally within the Group's Run sub-segment.

The Run sub-segment represented 21.5% and 22.9% of the Group's total revenues for the three months 31 March 2021 and the year ended 31 December 2020, respectively. Substantially all of the Run sub-segment's revenue is recurring, with approximately half of this revenue derived from fixed price contracts and half derived from variable-rate contracts based on consumption/usage. Historically, the Group's margins in the Run phase of continuous development and ongoing operational support have been higher than those in the Inspire or Build phases of new software development. This is a result of the dynamics inherent in product development, in which customers (and in particular, new customers) tend to prefer a relatively low initial investment in the development of an unproven IT solution or system. It is the Group's experience that when a solution has been demonstrated and implemented, the dynamics change and the Group is able to obtain more favorable pricing, particularly as the value of the Group's services become evident over time. In addition, a number of continuous development and operations-related tasks can typically be efficiently conducted in parallel as many activities will have some overlap in the nature of the tasks to be performed, as compared with individualized product development activities that are more resource-intensive, more customer-specific, and correspondingly less efficient. The EBITDA margin in the Run sub-segment amounted to 16.4% and 22.2% for the three months 31 March 2021 and the year ended 31 December 2020, respectively, compared to 13.5% and 14.7% for the Group in the same periods.

The Group expects that recurring revenue growth will be driven by, and supported across, all of its business areas. In the FinTech, Digital Health and Smart Building business areas, the Group aims to establish collaborations and partnerships with customers to create scalable, contracted revenue streams that help to ensure a continuous relationship with customers and enables the Group to co-own the intellectual property developed for such customers. Co-ownership of certain of its customers, such as Kashet and Dryp, in the FinTech and Smart Building business areas, respectively, makes Trifork the natural technology partner for these businesses. In these business areas as well as in Smart Enterprise and Cyber Protection, the Group expects to drive recurring revenue through its R&D investments in Trifork Labs companies, which it expects will enable the Group to develop innovative and new product solutions. In collaboration with Trifork Labs companies, the Group typically becomes a reseller of the products developed by the Trifork Labs companies. Where new products can be developed for one customer and scaled to be applied in other contexts or to support solutions for other Group customers, the Group may seek control of the underlying IPR and to license such solutions in order to generate additional recurring revenue. In its Cloud Operation business unit, the Group intends to continue to grow its managed services business to scale recurring revenue.

15.4.4 Seek out strategic collaborations and targeted strategic acquisitions

The Group may seek to co-develop cutting-edge solutions with blue-chip partners through strategic collaborations and to undertake tactical and capability-driven acquisitions within its six horizontal and vertical business areas.

In order to create additional value, the Group continuously assesses opportunities for the creation of strategic collaborations, which may take the form of co-investments, with selected vendors, customers and other strategic partners. For example, the Group owns a 50.0% stake in Bookingplatformen ApS, a booking platform co-owned with private hospitals which provides products to private hospitals and insurance companies. The Group's primary objective, in considering potential collaborations relationships, is in the development of new software solutions that can support relationships between the Group and its customers and effectively complement the Group's existing Build and Run product offering. The Group has identified five potential collaboration opportunities in total, including with customers in Denmark and the United Kingdom in the FinTech business area, and in the Digital Health business area the Group is actively assessing possible strategic collaboration activities with potential partners based in Norway and in Switzerland. The Group is also actively considering a strategic collaboration in its Cyber Protection business area. Strategic collaborations, including co-investments, enable the Group to access new markets and distribution networks, rapidly scale its capacity, and develop critical competencies through the sharing of specialized know-how and real-world experience. Strategic collaborations are further attractive to the Group because they lower the costs and reduce the risk to the Group associated with expansion into new product offerings.

In addition to its strategic collaborations, the Group has in the past expanded, and will seek to continue to expand, through selective acquisitions. Potential targets are evaluated, amongst other factors, on their ability to provide the Group access to new markets, add competencies, provide product revenue or synergies and add customers. In addition to such factors, the Group intends to focus on ensuring that potential targets have access to the types of strategic customers that the Group targets and that such acquisition targets are agile companies with a strong talent pool and ability to assimilate with the "Trifork Way". The Group believes that selecting companies on the basis of these criteria will facilitate the integration of such companies within the Group's Teal organizational model and support the sustainable growth of the business. Within its core screening parameters, the Group has identified approximately 220,000 potential targets, of which approximately 300 offer services which the Group considers relevant to its own offering. Approximately 55 of those targets fulfill the Group's investment criteria and the Group has performed high-level due diligence on approximately 35 targets. The Group expects that inorganic growth will predominantly take place in Denmark, the United Kingdom and Switzerland but may pursue opportunistic acquisitions in other countries and will consider opportunistic M&A opportunities, including outside of its Core Geographies, if and when they arise. See "*Acquisitions*".

15.4.5 Accelerate strategic and operational partnerships

The Group seeks to accelerate, strengthen and grow its re-seller relationships and operational partnerships with leading companies in the technology industry, including Apple, Amazon, IBM, Microsoft, Google and SAP, and important start-ups such as Humio, Hashi Corp, JetBrains and AxonIQ. The Group expects that the strengthening of these formal and informal relationships will allow the Group to continuously expand its existing capabilities and product offerings while leveraging the go-to market setup of its partners to expand the Group's presence. The Group benefits from these relationships where it acts as a re-seller and where it uses products developed by its operational partners within the solutions Trifork builds for its customers. In

particular, the Group is focused on developing its relationships with vendors within the Smart Enterprise business area as such relationships enable the Group to offer additional flexibility in addressing its customers' needs. One example of how such relationships have benefited the Group in the past is the solution that the Group was able to develop, in collaboration with Apple and SAP, in order to digitally transform Vestas' field services by delivering real time data through SAP directly to Vestas' technicians, combining the tasks associated with monitoring, servicing and repairing thousands of turbines all over the world in one digital platform. See —*Business areas—Smart Enterprise*. The Group also seeks to derive synergies from the complementary skillsets of its operational partners, for example, through training and certification in specialist applications (as the Group has done in the past, in the field of quantum computing). Finally, the Group seeks to improve and expand its relationships with leading high quality hardware vendors in order to offer full-service, all-component solutions, particularly in the Group's Smart Building business area.

15.5 Medium-Term Targets

Certain statements in this section, including in particular the financial targets described immediately below, constitute forward-looking statements. These forward-looking statements are not guarantees of future financial performance and the Group's actual and future results could differ materially from those expressed or implied by these forward-looking statements as a result of many factors, including but not limited to those described under “Special Notice Regarding Forward-Looking Statements” and “Risk Factors”.

Investors are strongly urged not to place undue reliance on any of the statements set forth below. No assurance can be given that the targets described below will materialize or prove to be correct. Because these statements are based on assumptions or estimates and are subject to risks and uncertainties, the actual results or outcome could differ materially from those described below.

The Board of Directors has adopted the following medium-term targets:

- *Revenue growth.* The Group targets revenue growth in the range of approximately 15-25% on average per year when measured over a three-year period, through a combination of organic and inorganic growth over the medium term. The Group targets organic revenue growth of 10-15% on average per year over a three year period.
- *Adjusted EBITDA and Adjusted EBITA margins for Trifork segment.* The Group targets to improve Adjusted EBITDA and Adjusted EBITA margins for the existing businesses with the Trifork segment.
- *Capital structure.* The Group intends to make acquisitions for full or partial cash consideration, and assume debt as a result. Management feels comfortable to maintain a net debt (bank debt less cash and cash equivalents) level of up to 1.5x Adjusted EBITDA in the medium term. The actual capital structure may vary, depending on the availability of acquisition opportunities.

In the determination of these targets, the Group has generally assumed that there will be no changes in existing political, legal, fiscal, market or economic conditions or in applicable legislation, regulations or rules (including, but not limited to, accounting policies and accounting treatments), which, individually or in the aggregate, would be material to the Group's results of operations. The assumptions on which the Group has based its medium-term targets include the following:

- The Group will focus on revenue growth in its Core Geographies.
- None of the Group's significant customers will terminate their contracts and there will be no major loss of ongoing work with existing customers, both in line with recent years.
- A growth in the number of employees, particularly in the Build sub-segment.
- The Group will continue its product development initiatives in its Build and Run sub-segments, in line with the last three years.
- EBITDA margins in the Inspire sub-segment normalize once the Group is able to re-commence physical conferences.
- The Group is able to identify suitable acquisition opportunities of smaller companies that fit into the Trifork DNA, in line with the Group's strategy. Management estimates that for the three years ended 31 December 2020 approximately two thirds of overall revenue growth was organic growth and one third was acquisitive growth.

- The Group will continue to focus on developing revenues in the Run sub-segment and its share of Run revenues will increase as a proportion of overall Group revenues (excluding the impact of any acquisitions).

The assumptions that may also be affected by external factors beyond the Group's control including the following:

- The Group's results will not be adversely affected by abnormal disruptions preventing it from delivering its solutions to customers (including as a result of the Covid-19 pandemic).
- The underlying market in the Group's Core Geographies will continue to grow at the expected CAGRs as set out in "Industry".

15.6 Go-to-market model

The Group's go-to-market model is based on its three sub-segments, Inspire, Build and Run, which the Group considers to be the three phases of its relationship with each customer. The Group's go-to-market model is designed to ensure that the Group's customers are at the center of all activities carried out by the Group and the Group maintains a strong customer relationship throughout the software development journey as opposed to simply delivering a product and handing it over for the customer to operate and maintain. At each phase of the go-to-market model, the Group validates ideas, trends, concepts and products against customer needs and the business value such ideas, trends, concepts and products represent. The Group's go-to-market model is vital for the Group's success as it provides the right know-how and enables the Group to be close to innovation.

15.6.1 Inspire

The aim of the Inspire phase in the Group's go-to-market model is to enable ideation. The Group facilitates ideation by arranging and hosting conferences under the GOTO brand and initiating meaningful workshops for the Group, its vendors and its potential customers, with the shared ambition of exploring and learning about the latest next-gen technologies.

The Inspire phase can be broken down into two parts. The first part revolves around the GOTO brand, and includes the Group's conference activities. Conferences are a source of inspiration for both customers and Trifork employees, and serve as a customer acquisition channel. GOTO conferences are enterprise software development conferences, hosted by developers and designed for team leads, software developers, architects, and project managers. The ambition for each GOTO conference is to facilitate the best content, on the most important technological topics, presented by individuals the Group considers to be thought leaders in the fields of software development and technological innovation, such as inventors of programming languages, databases and tech components, Turing award winners, leadership personnel from large tech organizations such as Google or Netflix or founders or CTOs of fast-growing tech startups. The Group's GOTO conferences allow the Group to create and strengthen valuable networks of technology experts and thought leaders as well as to develop and maintain close relationships with leading software companies globally. The main objective of the GOTO conferences is to promote inspiration and allow for validation and feedback on new tech ideas. Furthermore, the GOTO concept is an efficient way of promoting the Trifork brand and identifying potential new customers. In 2019, more than 7,500 people participated in the Group's conferences worldwide. The Group's Inspire sub-segment was particularly affected by the Covid-19 pandemic as physical GOTO conferences could not be held and customers were willing to pay less for virtual conferences than for in-person events. The Group incurred costs associated with the cancellation of agreements with venues that had been entered into prior to the onset of the pandemic and, in addition, it was exposed to certain fixed costs (for example, fixed rental expense in connection with the Group's CodeNode event space in London) which could not be reduced. Finally, the Group made certain investments in the course of GOTO's pivot to virtual means of inspiring the Group's customers and the broader software development community, including in respect of the GOTO YouTube channel, the GOTO book club, and virtual hosting software.

At the same time, Covid-19 created opportunities for the Group, as GOTO was able to pivot to virtual means of inspiring the Group's customers and employees. The Group shifted its GOTO conferences online, and organized three virtual multi-day conferences and more than 75 online meetups as part of its GOTO conference series in 2020. The Group has invested in its YouTube channel, "GOTO Conferences", which has become a significant channel for contemporary tech-talk with over 215,000 subscribers on YouTube as well as more than 20 million views, as of 31 March 2021, and has been awarded the "YouTube Silver Creator Award". The YouTube channel offers approximately 1,400 videos with around 300 years of watch time. This gives the Group good visibility on those topics which are generating the most viewer interest and comment, as well as other data analytics. The YouTube channel has proved a particularly strong platform during the Covid-19 pandemic.

From 1 January 2020 to 31 March 2021 the number of subscribers increased by more than 50% and the Group has been able to build upon and strengthen its connection with over 1,000 individuals the Group considers to be thought leaders. In addition to the GOTO YouTube channel, GOTO also operates a book club, bringing experts and authors together with a diverse readership. This book club serves as a platform for inspiration exchange and the promotion of new perspectives on technology, as well as serving as a forum to build evidence in support of existing software development plans.

The second part of the Inspire phase, delivered by the Trifork Accelerate team, 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. Generally, the Group inspires and builds software solutions in these workshops based on a “design thinking” approach, an approach emphasizing system design. Specifically, the Group employs the Double Diamond design thinking model. This model is based on four phases: Discover, define, develop and deliver. The *discover* phase is focused on understanding the essence of the problem while the *define* phase is focused on synthesizing information from the *discovery* phase. In the *develop* phase solutions to a problem are formulated, and finally an appropriate solution is chosen and implemented during the *deliver* phase of the Double Diamond model. The entire design thinking approach focuses on small-scale testing of solutions and the continuous refinement of a prototype.

Through its design thinking approach, combined with deep technical know-how and use of field research, the Group solves a broad range of complex challenges for its customers, from building strategic roadmaps to concrete product development as well as reinvention of value propositions and business models. In the Trifork Accelerate workshops, the Group focuses on end-user value, business impact and technical feasibility and aims to support customers in their strategic decision-making. The output of a typical workshop would be a prototype that can be taken to market and validated with real users.

An example of an effective Inspire workshop would be the assistance the Group provided to the Steno Diabetes Center Aarhus (SDCA). The Group gathered market data and worked with the SDCA team to produce an early minimum-viability product and formulate clear success criteria. As a result of the workshop process, the Group was able to present a full proof of concept to SDCA at the end of the week-long workshop, which eventually led to the development of the Samblik solution. Trifork Accelerate was able, based on its experience running similar workshops, to enable an agile movement from the idea phase to a feasible solution, which in turn allowed SDCA to avoid the complexity and expense of a large-scale IT project.

An example of how the Inspire phase serves as inspiration to the Group and its employees can be illustrated by the Group’s journey to the development of quantum computing expertise. At a 2019 GOTO conference in Copenhagen, the Group was inspired to pursue opportunities to develop quantum computing capabilities and subsequently reached out to vendors with expertise in quantum computing. Through continued education over multiple sessions, Trifork employees were trained and certified in the application of quantum computing technology. This has allowed the Group to offer quantum computing expertise to its customers building on this specialist skill base.

15.6.2 Build

Based on the ideation generated by the Inspire process, the Group supports customers in bringing new ideas to production by developing software solutions using next-gen technologies. This takes place in the Build phase of the go-to-market model, which is largely executed in the form of development “sprints”, often through agile “Scrum” development processes. The “Scrum” framework for software development includes frequent customer touch-points and a string of smaller development phases to ensure that development is constantly refined and that all parties involved in the development process are aligned on shared development goals. Each smaller development phase is known as a sprint and each sprint typically lasts two to four weeks. At the end of each sprint, teams from the Group will present the outcomes of the sprint to the customer. Subsequently, the Group and the customer will set new goals together for the following sprint. These sprints continue throughout the execution phase and conclude with the finalization of the product. The Group considers an agile software development process to be instrumental for developing novel solutions applying next-gen technology and an effective means of meeting customer expectations and mitigating development risks.

Customers usually enter the Build phase following design thinking workshops completed as part of the Inspire phase, a concept pitch, or the sale to a new customer of an existing software product. The Build phase most often takes place after Inspire workshops, where the Group, together with the customer, has already developed a functioning prototype or at least a strategic roadmap. Following the successful demonstration of a functioning prototype, the Group is often asked to develop a full-featured solution, and estimates that the conversion rate from customer-specific Inspire workshops through to the Build phase has been approximately 70%. When

starting development, the relevant Group team will share design and work-in-progress software with the customer. Based on close collaboration with the customer, the Group develops tailor-made software solutions, often including standard components, open source components and components owned by the Group. The agile nature of the working process enables the Group to deliver bespoke software and fully functional systems in three to six months. The Group prefers to deliver stable systems as opposed to feature-rich systems, as customers tend to request additional features or adjustments only at a later stage. It is common for successful Build phases to lead to a new Build phase for the same customer, as the Group seeks to develop long-lasting customer relationships. The Group offers product development solutions, mobile first solutions, SAP solutions, design and migration as well as cloud-based operations and application development and testing, focusing on design and user experience. More than 800 employees are engaged in the Build sub-segment and approximately 90% of these are customer-facing and engaged in providing solutions to the Group's customers.

Solutions usually require the use of complex next-gen technology and the development of novel technical concepts. In order to deliver on customers' requirements, the Group's product development offering is therefore supported by a comprehensive technology stack which includes, among other capabilities, expertise in Elixir, Scala, Python, NET, Java and Erlang, while standard components and open source components are also frequently included. The Group's capabilities also include augmented/virtual reality (Lidar) and artificial intelligence/machine learning. As the Group applies the latest technology, with certified professionals in all business areas, the Group can often reuse significant elements of code base and modules when developing solutions for multiple customers within the same vertical or horizontal business area. To the extent such IPR, developed for one customer, can be scaled and applied in other contexts or support solutions for other Group customers, the Group seeks to obtain the relevant IPR from the original customer (provided that the Group's intended use for the IPR is non-conflicting from a competitive perspective for that customer), in exchange for nominal discounts in respect of ongoing services or continuous product development assistance. By licensing such IPR, the Group is able to generate additional recurring revenue.

The Group typically focuses on developing software solutions with a value of less than EUR 5 million per contract per year. This underpins the Group's de-risked business model, intended to mitigate exposure under the Group's various contracts with customers and reduce the Group's concentration risk in respect of any single customer contract. The Group seeks to negotiate the development of software in stages, with each additional functionality included in a new scope of work. Solutions are delivered through a lean execution approach combining agility and control, reflected in clear scoping of proposed solutions and desired outcomes. The Group prefers to develop solutions in close collaboration with its customers, as close collaboration tends to ensure the all parties are aligned on scope and reduces the overall time required to deliver the desired solutions. Additionally, smaller "sprints" enable the Group to more easily track progress and quality. Quality controls are performed through early stage product testing as well as customer feedback. The Group's ability to deliver solutions on-time and within budget is thus enabled by transparent development timetables, frequent customer touch-points and an agile organizational setup.

The Group targets customers seeking innovative solutions for complex IT challenges. The typical Group customer has high quality requirements and insufficient in-house IT capabilities to meet these challenges internally. The Group believes that its strengths, in particular the specialized business units from its Teal organizational setup with dedicated teams, its niche next-gen technology know-how, track record of disruptive solutions and strict internal quality requirements are a strong fit for its customers.

15.6.3 Run

Generally, once the Build phase has been completed and a solution implemented, the Group offers to operate and maintain the product solution over time. Where the Group enters into such a service agreement, it will continuously update and upgrade customers' platforms with the newest technology, keeping the solutions the Group has developed up-to-date and striving to ensure recurring business with the Group's customers. Alternatively, where the Group has developed a cloud operation solution, the Group will offer to manage and potentially also host, the customer's private, public or hybrid cloud systems. The Group has established recognized re-seller relationships/strategic partnerships with all of the major global public cloud platforms, including Google Cloud, AWS and Azure, and extensive capabilities in cloud architecture design and cloud operations. In addition, with the acquisition of Netic in 2016, the Group acquired capabilities in cloud strategy consulting and added in-house and open cloud competence training and transformation sessions for top management and board-level decision-makers to its product offering. The Group's products are typically developed so as to be agnostic as between public and private clouds, which ensures a high degree of flexibility for the Group's customers.

When a particular concept has been implemented a number of times for different customers, it becomes a candidate for the Group's standard product portfolio. The Group will sometimes hold the IPR for such concepts, but different setups are agreed upon with customers from time to time, as a result of which the Group's customers may ultimately retain the IPR. The Group typically obtains the IP rights to a product by providing customer discounts. For the customer, the product must typically be non-conflicting from a competitive perspective. Generally, the revenue potential from Run grows as the number of such commoditized software products grows. Panteos is an example of a Group software product, which is a niche product in mortgage deed administration. Other examples include Dominion, which is a cloud-based solution to connect mobile devices with local controllers, Trifork Identity Manager, which is a lightweight and flexible solution that collects and administers consent across multiple applications, and arkyn studios, a suite of simple productivity apps to augment the ERP systems of the future.

15.7 Business areas

The Group delivers its services across three distinct verticals (FinTech, Digital Health and Smart Building) and three megatrend-driven horizontals (Smart Enterprise, Cyber Protection and Cloud Operation). In its verticals, the Group combines strong technical skills and deep domain knowledge and has been active here for more than ten years. M&A activities are a driver for building the Group's competencies in its horizontal offerings. Business units are grouped into six clusters matching these business areas. Within these verticals and horizontals, the Group has created solutions for and continuously assists its customers, including blue-chip customers.

Figure 9: Selected Trifork customers, by business area

FinTech BankData (DK) Young Money (DK)	Digital Health xsana (CH) GeriMedica (NL) Danish Health Authority (DK)	Smart Building Danfoss (DK) Grundfos (DK) Kamstrup (DK)	
Smart Enterprise	Danish Business Authority (DK)	Viking (DK)	Vestas (DK)
Cyber Protection	Cyber Protection customers prefer to remain confidential		
Cloud Operation	Aalborg University (DK)	University of Zurich, IBE (CH)	Jysk (DK)

15.7.1 FinTech

The Group empowers FinTech customers in their digital transformation journeys by building FinTech ecosystems, developing advance mobile payments to challenge established organizations in the payment sector, digitalizing transaction processes, or bringing existing applications into the cloud. Generally, the Group strives to make FinTech companies ready for the next generation of technologies. With 15+ years of dedicated industry experience, the Group has assisted various bank and non-bank customers to build novel solutions. Selected key customers include MobilePay and Klarna in the Nordics. Within the FinTech business area, the Group specifically focuses on single-purpose solutions, financial institutions and cross-sector solutions. Single-purpose solutions are tailored in scope and seek to empower end-users with the latest innovations, for example by leveraging existing data to simplify the user experience. Financial institution solutions focus on building digital eco-systems and platforms to reduce operating costs through automation and the use of machine learning and artificial intelligence. Lastly, cross-sector solutions focus on delivering scalable platforms for private to public initiatives, mitigating the increasing regulatory compliance burden on organizations operating within the FinTech business area. Revenue from customers for FinTech grew at a CAGR of 15% from 2018 to 2020. The FinTech market within the Group's Core Geographies is expected to grow at a CAGR of 8% from 2020 to 2024.

Strategic priorities for the FinTech business area include:

- expanding vertical focus through investment in resources and new capabilities;
- focusing on partnership and ecosystems;
- leveraging cross-selling and competencies with Nine; and
- increasing the productization of services (such as Trifork Identity Manager, an application developed by Trifork and used widely across the Group's FinTech offering) and acquiring specialist products.

Case study (MobilePay): In 2012, through a high-speed agile development process, Danske Bank, Trifork and In2Media developed a mobile payment solution, MobilePay. Trifork was responsible for the user interface ("UI") implementation of the respective mobile applications and the technical infrastructure used for secure transactions. The MobilePay app allows sending and receiving of money via iPhone or Android mobile phones and the service can be used by Danske Bank and non-Danske Bank customers. The user transfers the money to another person by using that person's mobile number. The user does not need account or card numbers of the other person or using NemID, a Danish common secure login on the Internet. This innovation in digital money transfer quickly gained traction. In May 2013, MobilePay was launched in Denmark. Ten weeks after public launch, the MobilePay solution had been downloaded almost 300,000 times. Only weeks later the number of users increased to 600,000 and by November 2014, the solution had 1.8 million users, implying that MobilePay was installed on every second smartphone in Denmark. Today, the MobilePay application has over 4 million registered users. Following the successful implementation of MobilePay, Danske Bank and Trifork later expanded their collaboration to include the creation of WeShare, an app that makes it easy to keep track of expenses.

Case study (Danske Mobilbank): In 2009, to give customers the opportunity to carry out bank business from iPhone and Android platforms, Danske Mobilbank sought to create an intuitive mobile platform offering easy mobile banking supported by a strong security backbone. Trifork utilized UI in an agile development process to create the app. Immediate results surpassed projections of banking customer use. The mobile banking solution was downloaded approximately 150,000 times within the first four months after launch.

Case study (NemID): In 2010, in order to keep up with growing end-user demand, E-nettet, on behalf of the financial sector (FinansDanmark) and public sector (Agency of Digitisation—Ministry of Finance), sought to create a more straightforward and user-friendly digital supplement for their authentication process for NemID (Denmark's secure digital identity for all citizens that allows them to access information from public authorities) which at the time, consisted of a physical code card containing one-time log in codes. Trifork was chosen to help develop a simple and intuitive UI and, together with E-nettet and Nets (who operates the NemID) worked in an agile setup to implement a native iOS and Android app, including the UI/UX, front-end and back-end integration with additional security layers based on Arxan technology. The app itself can be accessed by both faceID and touchID and appswitch can be used with both mobile and web applications. Trifork is also in charge of the operation and continuous development of both the iOS and Android apps and tasked with continuous enhancement of user experience and maintaining highest security standards. In 2018, the NemID code app was one of the most downloaded apps in Denmark and since then has consistently ranked in the top 5 Danish apps in Apple's App Store; transactions via the app have quadrupled since November 2018. With 3 million unique users in 2020, research shows that 99% of users are satisfied with the app, which is one of the main means of identification used in Denmark (Source: Survey conducted by Peytz & Co. on behalf of the Danish Digitization Agency and Nets A/S).

15.7.2 Digital Health

The Group is committed to improving the life of patients and healthcare personnel by building the software solutions necessary to enable digital health ecosystems, national healthcare IT infrastructures and technology-enabled decision support systems, without jeopardizing patient data, privacy or security. The Group has pioneered digital healthcare solutions by developing award winning cross-sector solutions, advanced digital assistants, clinical treatment support systems and life-science solutions. The Group operates in both the public sector across silos (for example, doctors, pharmacies, homecare and citizens) and in the private sector (for example, with multinational pharmaceutical companies). Within the Digital Health business area, the Group specifically focuses on cross-sector solutions, private hospital solutions, patient empowerment solutions and solutions within the life sciences sector. Cross-sector solutions include, for example, solutions that track an individual patient across the various components of a national health care system. Private hospital solutions include treatment support systems, including systems that enable physicians to improve patient treatment (for example, by reducing prescription errors and centralizing patient medical data) and hospitals to improve patient

flow, while decreasing cost. Patient empowerment solutions include software applications permitting patients affected by chronic disease to take an active part in their treatment through self-monitoring devices and digital assistants, minimizing time in the hospital. Lastly, solutions targeting life sciences include everything from consumer products to MedTech devices. Revenues within the Digital Health business area grew at a CAGR of 14% from 2018 to 2020. The Digital Health market within the Group's Core Geographies is expected to grow at a CAGR of 9% from 2020 to 2024.

Strategic priorities for the Digital Health business area include:

- business growth in Denmark with a focus on public sector projects, mobile solutions and new technologies;
- expanding the Group's geographical presence in Switzerland, and to a lesser extent the United Kingdom and Denmark, through leveraging the existing capabilities and forming new partnerships and acquisitions;
- building upon the Group's existing Dawn Health solutions with a view to offering products to large pharmaceutical players; and
- growth outside the core business through penetration of new markets and productization.

Case study (Danish Health Data Authority): In 2007, Trifork was selected as vendor when the Danish Health Data Authority initiated the establishment of a nationwide shared medication record containing information on every citizen in Denmark that could be shared across all local systems in the healthcare sector. Since then, Trifork has been part of building, updating, expanding and driving the system. As of the date of the Offering Circular, more than 40 systems are integrated into the shared medication record, which has handled more than 38 million prescriptions since launch and registered approximately 1.7 million downloads of the MyMedicine app. The Shared Medication Record project is the largest Danish cross-sectoral public healthcare project to date, and the Group continues to deliver the central solution with over 99% up-time through continuing product development, often in involving complex updates. Building and introducing a shared national infrastructure component was a complex task. Historically, the data required for the project resided in many different local systems, and in order to achieve a consolidated register for all citizens, all parts of the Danish health sector had to collaborate and maintain data actively and consistently. With shared involvement of many stakeholders, including the Danish Health Data Authority, the Ministry of Health and local governments, Trifork developed and launched the shared medication record by 2009. Initial challenges included system integrations and a shared understanding of the domain data to gain a critical mass of users. Since its launch, the system has, however, overcome the challenges and is now considered as an important component across the Danish health sector facilitating approximately 200,000 video consultations between 1 March 2020 and 28 February 2021. The system has continuously evolved to support more applications and functionalities. As of the date of the Offering Circular, the shared medication record is used by healthcare professionals in Denmark across sectors, and has the potential to significantly reduce the risk of prescription errors.

15.7.3 Smart Building

The Group aims to fulfil the need for technological solutions supporting smart buildings and smart factories, thereby actively contributing towards CO₂ neutral ambitions and a growing demand for frictionless user interaction and digital connection with the physical world. Open networks, connectivity, relationships with inventors of building components, resource providers (such as power and water utilities) and an intuitive user experience are key elements of the demand for smarter solutions. Within the Smart Building business area, the Group assists customers in creating intuitive and engaging user experiences and securely bridging IoT ecosystems to its customers' existing digital offerings. The Group's customers in the Smart Building business area benefit from the Group's data-driven innovation, for example where the Group has implemented securely-bridged digital twins in the cloud in combination with edge computing and artificial intelligence. The Group believes that open APIs, facilitating communications across systems, is advantageous. The Group will often take responsibility for all hardware and software components included in its Smart Building product offerings. Through the Group's IoT vendor relationships, the Group runs more than 200,000 active smart devices worldwide and supports the operations of these devices via public cloud or on-premises networks. Revenues within the Smart Building business area declined from 2018 to 2020 at a negative CAGR of 12%, driven principally by the reclassification of certain customers from the Smart Building business area to the Smart Enterprise business area. The Smart Building market within the Group's Core Geographies is expected to grow at a CAGR of 8% from 2020 to 2024.

Strategic priorities for the Smart Building business area include:

- increasing focus on Smart Factory concepts based on proof of concepts to increase revenue from existing customers;
- deeper penetration of existing markets by marketing existing product offerings;
- creating a new Smart Building business unit in Spain; and
- growth outside the Group's Core Geographies, with a focus on Germany.

Case study (Grundfos): In 2020, Trifork was selected to support Grundfos in the development of Grundfos BuildingConnect, an IoT solution for commercial buildings, offering intelligent alarms and continuous optimization of a plant room's HVAC system by which Grundfos strives towards realizing its sustainable development goals. Grundfos BuildingConnect presents users with an intuitive dashboard including a comprehensive overview of all buildings with site information, schematic, actual values, settings, trend curves, and intelligent alarms. This solution allows users to control as many mixing loops and heat exchangers as required. If there is something in the system that requires attention, alarms, warnings and notifications on events are sent. The overall system consists of a Grundfos hardware and software package that provides real-time monitoring and control of the HVAC installations via Grundfos iSolutions Cloud. This system helps facility managers control and monitor their HVAC installation by connecting to equipment such as HVAC pumps, energy meters, valves and temperature sensors. The Grundfos BuildingConnect was launched in the spring of 2020 to Grundfos' first customer and is now being rolled out to a series of new customers. Trifork's support has been important in kick starting Grundfos' IoT development, including as Trifork has assisted Grundfos to grow its own internal development capacity.

15.7.4 Smart Enterprise

In the Smart Enterprise business area, the Group seeks to facilitate revolutionary user experiences for customers through user-centric solutions, most often developed through the Group's re-seller relationships/strategic partnerships with SAP and Apple. Smart enterprise software can permit organizations to gain competitive advantages, for example by allowing for enterprise process optimization. Within the Smart Enterprise business area, the Group helps customers to implement new technologies and to mobilize standard ERP systems fostering improved workflows and user experiences. The Group's teams help customers throughout the entire process from design to development, and from implementation to operations, by leveraging the SAP Cloud Platform to deliver and support digitalized enterprise. Furthermore, the Group is one of a small number of companies that Apple has selected to support its focus on "fast start" apps to the enterprise segment. Such "fast start" apps are designed to be intuitive and accessible, with prebuilt and reusable app building blocks, clear documentation, and user-friendly interfaces. Revenues within the Smart Enterprise business area grew at a CAGR of 26% from 2018 to 2020, in part due to the reclassification of certain customers from the Smart Building business area to the Smart Enterprise business area. The Smart Enterprise market within the Group's Core Geographies is expected to grow at a CAGR of 16% from 2020 to 2024.

Strategic priorities for the Smart Enterprise business area include:

- growth and expansion with a focus on Core Geographies and additional growth in Sweden and Spain through the creation of new business units;
- increasing revenue share of Run business;
- developing relevant products for existing customers by leveraging partnerships (such as Trifork's user-friendly Smart-forms, which can be automatically pre-filled with relevant information from SAP); and
- growth through acquisitions primarily in Switzerland, the Netherlands and the United Kingdom.

Case study (Vestas): In 2020, Trifork acted as a digital transformation manager for Vestas in their transformation of field services by creating a solution to deliver real time data through SAP directly to Vestas' technicians. Through an in-depth design thinking process facilitated by Trifork Smart Enterprise, Vestas identified and consolidated essential functions of 40+ IT-systems into a coherent and efficient portfolio of mobile apps. This portfolio was tailored to meet the requirements of Vestas' approximately 10,000 global field service technicians. Vestas and Trifork Smart Enterprise combined the tasks associated with monitoring, servicing and repairing thousands of turbines all over the world in one digital platform called One Field Service. The One Field Service suite of mobile applications delivers seamless SAP integration with full offline capabilities to support smooth and efficient workflows for technicians servicing areas with poor network coverage all over the world. The intuitive user interface and appealing Apple iOS environment makes a

compelling argument for adoption among users of different ages and backgrounds. Each application is developed with the needs of the end user prioritized and, with Trifork's support, Vestas has been able to reduce training costs. The One Field Service solution is a suite of native iOS apps that run on the SAP Cloud Platform. The new mobility platform is based on SAP plant maintenance and customer service.

A "my task" application grants seamless access to SAP maintenance orders. It allows Vestas' field service technicians to obtain an instant overview of the tasks ahead of them. As the workday progresses, the field service technicians are able to, among others, document the tasks they have completed, register the materials used in relation to a specific task, create maintenance notifications, record tools applied. The "my time" application allows service technicians to record time spent on specific maintenance orders as well as time spent in general, such as vacation time, medical leave or internal tasks. Furthermore, this application supports sharing time records and thereby eliminating administrative burden. The "parts and tools" application enables field service technicians to continuously keep their service cars fully stocked with materials and supplies, avoiding delays to due unplanned supply runs to the central warehouse. Additionally, this application includes a complete and transparent overview of SAP processes, e.g. transportation of supplies from the central warehouse to service cars, receipt of supplies, list of shipments in process and the return of defective materials for destruction or repair. Furthermore, the "turbine info" application provides information, status and historical data for selected turbines, including temperature, productivity or speed. This application facilitates identification of errors aimed at reducing failure of the Vestas turbines. Overall, the Vestas One Field Service initiative has helped, according to Vestas' estimation, save approximately 400,000 hours of worktime per year enabled by four user-centric mobile applications developed by Trifork Smart Enterprise.

15.7.5 Cyber Protection

In the Cyber Protection business area, the Group seeks to ensure that customer data is accessible, confidential, reliable and secured, while minimizing the risk of security breaches. Specifically, the Group seeks to bridge the gap between governance and technology, ensuring that customers are in control of their data. Within the Cyber Protection business area, the Group targets both public and private customers. The Group's offering ranges from initial security consultancy, log management, big data analytics, secure system and infrastructure design to full scale Security Operation Centers ("SOC"). The Group operates a 24/7 staffed and operational SOC to provide security-as-a-service. The Group's ability to capture and decode high-speed data traffic, handle big data and implement machine learning is a key differentiator for the Group within the cyber security market. In recent years, the Group has moved up the value chain, moving away from acting as a component supplier delivering one off solutions to become a full-service security provider. This allows the Group to target all sectors within the Cyber Protection business area. Due to the nature of the solutions the Group offers, it is required to maintain a high degree of confidentiality with respect to the identity of its customers and their operational needs and, accordingly has not provided specific case studies for this business area. Revenues within the Cyber Protection business area grew at a CAGR of 64% from 2018 to 2020. The Cyber Protection market within the Group's Core Geographies is expected to grow at a CAGR of 9% from 2020 to 2024.

Strategic priorities for the Cyber Protection business area include:

- focusing sales resources on top 200 to 1,000 customers in Denmark;
- target larger customers by leveraging partnerships (such as the existing partnerships between Netic and IBM, which resulted in 2020 in the establishment of an SOC based on IBM security software and Netic core competencies in general security services, and between Netic and Humio, through which Netic offers a log management solution with options to customize log management processing, analysis and monitoring);
- further developing the "Application SOC" concept (a solution developed by the Group that provides customers with a platform containing advanced analytics and incident handling tools, to assist in the continuous monitoring of application security); and
- growth through acquisitions to add competencies and create stronger position in market.

15.7.6 Cloud Operations

The Group's ambition in the Cloud Operations business area is to improve the everyday life of developers in the Group's customers' organizations by advising, educating, designing, implementing and running cloud-based solutions that suit each individual organization. The Group has a pragmatic approach to cloud technology, and the Group's product offering spans from data storage on premises to multi- and hybrid cloud solutions as well as public cloud solutions (where the Group works with all of the major global public cloud platforms: Amazon

(AWS), Microsoft (Azure) and Google (Google Cloud Platform). The Group's products are typically developed so as to be agnostic as between public and private clouds, which ensures a high degree of flexibility for the Group's customers. The Group's services range from advising and designing infrastructure solutions to implementing and maintaining complete cloud-based solutions. The Group assists customer decision-making on the most appropriate cloud solutions, balancing innovation while minimizing total cost. As a result of the Group's experience with Google Cloud, the Group has established a close working relationship with Google, one of the world's leading companies for technological innovation. Revenues within the Cloud Operations business area grew at a CAGR of 10% from 2018 to 2020. The Cloud Operations market within the Group's Core Geographies is expected to grow at a CAGR of 10% from 2020 to 2024.

In addition, the Cloud Operations business area is a natural extension to, or supplement for, many of the Group's other business areas. Often when the Group has developed a solution, the selected infrastructure is cloud-based to permit for the continuous development, as well as the remote operation, of the underlying software. This in turn drives growth within the Cloud Operations business area.

Strategic priorities for the Cloud Operations business area include:

- increasing complex and hybrid market position in Denmark by using productized solutions;
- expanding on premise clouds focusing on a new platform and Netic datacenter;
- build new and strengthen existing operational partnerships (such as the Group's existing cloud partnerships with Google Cloud and Azure); and
- international growth driven by the chief commercial officers responsible for the Cloud Operations business area and potential M&A opportunities.

15.8 Business model enablers

The Group makes use of a differentiated setup including five key business model enablers to continuously innovate and develop smart software solutions: i) Trifork Labs, ii) Teal organizational model, iii) Employees and group leadership, iv) Strategic and operational partnerships and v) Acquisitions.

15.8.1 Trifork Labs

The objective of Trifork Labs is to lead the venture-financed research and development (R&D) activities of the Group. For more than 20 years, the Group has been active in founding and investing in tech start-ups that develop innovative software solutions. In the process of working with start-up companies, the Group gains valuable know-how from their technological development, ensuring that the Group becomes familiar with emerging disruptive technologies at an early stage. Trifork Labs investments are determined based on three well-defined investment criteria. First, the target must be a software product company that invents new technology. Second, the investment should build technology to support the Inspire, Build, or Run part of the go-to-market model. Finally, investments are evaluated based on their potential to become a strategic partner to the Group and potential synergies that can be expected from the investment. The Group's main focus in these investments is to support the Group's R&D and the Group's intent is not to function as an incubator or investment fund. Rather, the Group exits its investments comparatively early (typically, soon after the relevant start-up has achieved a base level of annual revenue of \$1 million, which for the Group's successful investees will usually be within four to five years of their founding). The Group expects to continue to make investments in its Trifork Labs segment, subject to the availability of innovative companies and product ideas that will contribute positively to the Group's R&D development. New investments in startup companies are expected to be in line with historic investments.

Once selected for investment, Trifork Labs supports individual start-ups in their development by providing advice, making seed investments, helping the start-up to identify and secure their first customers, assisting with administration and organizational planning and, at the appropriate time, assisting with venture capital fundraising. In the process of working with start-up companies, the Group gains valuable know-how from their technological development, ensuring that the Group becomes familiar with emerging disruptive technologies at an early stage. Once the start-up achieves a base level of annual revenue, typically USD 1 million (which it will be expected to achieve within a timeframe of two to three years), the Group will either assist the start-up with securing venture capital financing or, where the business is generating a positive cash flow and is a strong fit with the Group's existing capabilities, fully integrate the business as part of the Group's core offering. The Group's approach to investing through Trifork Labs represents a deliberate strategy to share the risk of R&D with other investors, thereby amplifying the effect of the Group's R&D investments and allowing the Group to remain close to the center of innovation while reducing its risk in respect of any single investment. In addition

to obtaining important know-how, Trifork Labs enables Trifork to attract and retain talent: as many of the Group's employees are entrepreneurial by nature and some would like to test out their own business ideas, Trifork Labs is a sound approach to retain talent that seeks this challenge. Since 2016, the Group has succeeded in assisting its Trifork Labs investments in raising EUR 65.3 million of external financing from a number of reputable funds, including Accel, Dell Technologies CAPITAL, Volta Ventures, RTP Global, and other investors.

Trifork Labs has historically generated positive financial results for the Group. Since 2018 and until 31 March 2021, Trifork Labs has generated positive net value of EUR 62.5 million (approximately EUR 84.8 million since inception of Trifork Labs) as measured by the Group's aggregate realized and unrealized gains less the Group's cost in respect of its active investments. The Group recognized EUR 60.9 million realized gains in the period from 2018 until 31 March 2021. The Group monitors the financial development of its Trifork Labs investments by fair value adjustments based on updated external valuations and/or financing and internal DCF valuations.

An example of Trifork Labs investments is Humio. Trifork co-founded Humio, initially in 2016 as a 66% shareholder, as the Group identified the cloud technology Humio intended to develop as cutting-edge, with large development potential. During Trifork's shareholding, Humio received early development support from a Trifork team dedicated only to Humio, Humio was able to test its product, a tool for aggregating, exploring, reporting and analysing machine data and system logs in real time, in environments provided through Trifork customers and Trifork helped Humio to secure funding in Series A and B financing rounds, for example from Accel. In 2021, Trifork exited its investment in Humio when Humio was sold to CrowdStrike, see also "*—Material contracts—Divestiture of Trifork Lab's 19.04% stake in Humio Ltd.*"

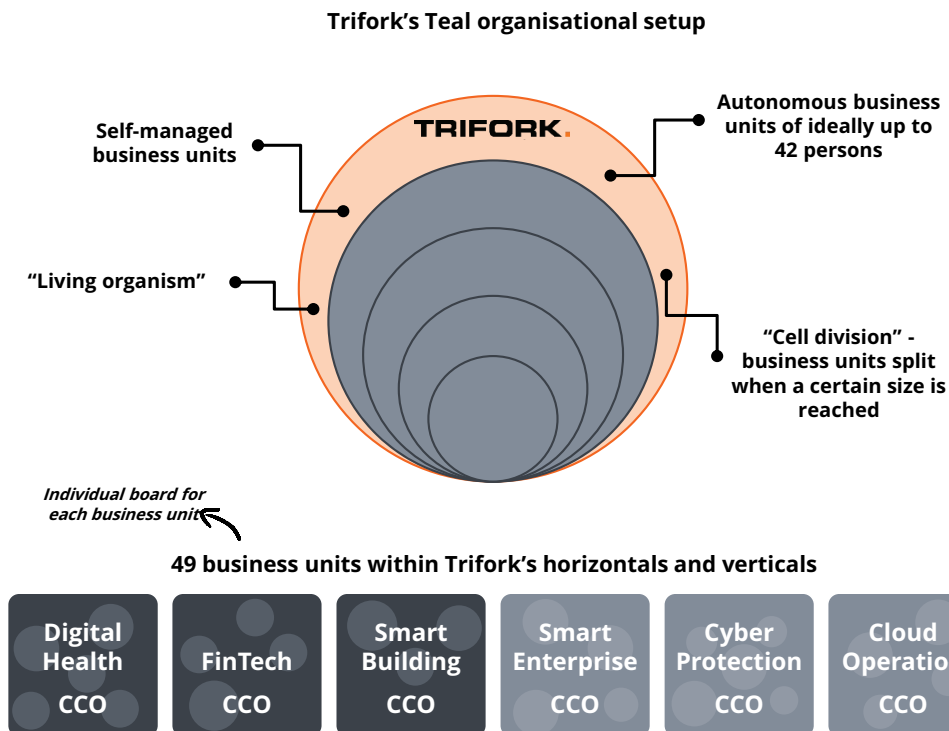
Other examples of Trifork Labs investments include AxonIQ, C4Media and ExSeed:

- *AxonIQ*: AxonIQ offers a platform based on its open-source Axon Framework and built-for-purpose Axon Server which provides a fast and efficient way for developers to build scalable applications within an event-driven microservices architecture.
- *C4Media*: C4media provides conferences branded "InfoQ" and "Qcon" addressing the global enterprise software development community. InfoQ focuses on providing information to the global community for development managers, technical team leads, software architects and project managers and QCon offers practitioner driven conferences designed for technical team leads, architects and project managers. Through its offerings, C4Media aims to spot trends in software development and raise awareness to innovation to its audience.
- *ExSeed*: ExSeed is a start-up company that developed an application allowing to test and track male semen quality by using a smartphone as a microscopic tool in partnership with industry specialist Microptic. This company provides an innovative device and uses a sophisticated algorithm to enable home sperm testing.

15.8.2 Teal organizational model

The Group is largely organized in accordance with a Teal organizational model composed of business units that share a common corporate DNA, culture and philosophy. This setup enables the Group to have a dynamic and scalable governance model that cultivates entrepreneurial spirit, innovation and collaboration. Within the six vertical and horizontal business areas, the Group is organized in small business units of, ideally, 12 to 42 employees providing each business unit an informal and direct style of internal communication. This setup allows for a flat organizational hierarchy where each individual is empowered to take ownership and responsibility. These agile organizational principles which are easily scalable and have been applied by the Group for more than 20 years, have recently been defined as "Teal organizational model" by Frederic Laloux in his 2014 book *Reinventing Organizations*. The Trifork organization has approximately 894 employees and spans over 27 different offices and 49 business units.

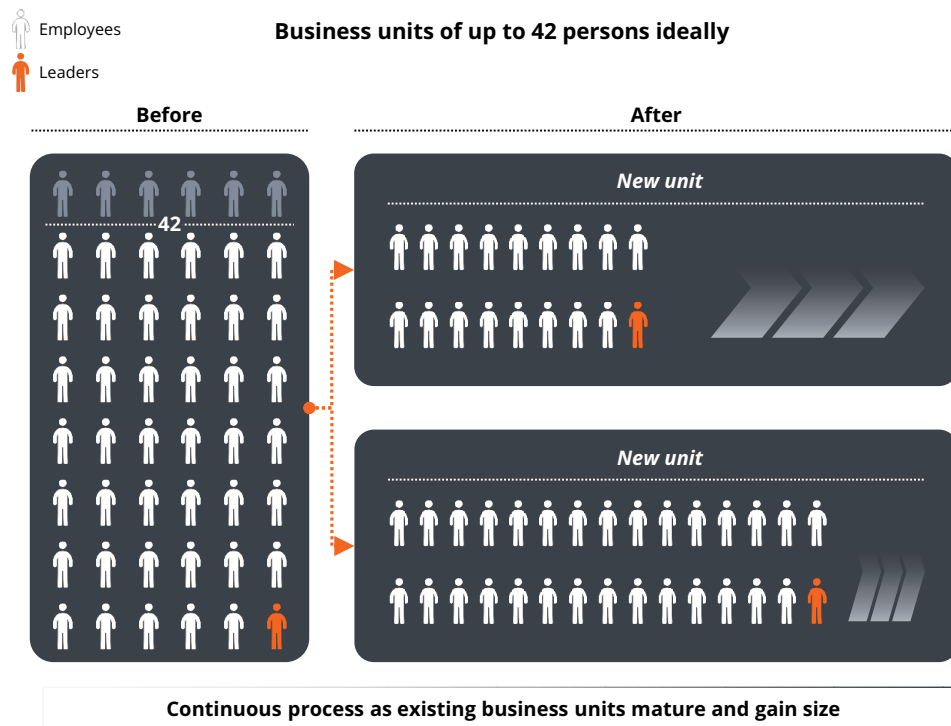
Figure 10: The Group's Teal organizational model



The business units share services like controlling, accounting, legal, IT, sales and marketing tools and other support functions. Despite the decentralized structure, mechanisms are in place to allow the individual units to collaborate across the Group to promote best-practice sharing and knowledge exchange. The Group's organizational structure is characterized by an overall flat hierarchy, facilitating strong mutual respect between team members and team leaders in the individual business units. The holding company of the Group is located in Switzerland, and the Swiss office functions as the Group's headquarters. Business unit leaders and other leaders often meet at the headquarter to exchange ideas, share best practices and establish alliances. A business unit typically consists of 12 to 42 employees working together with a high entrepreneurial spirit. The individual business units themselves are often organized in smaller teams corresponding to ongoing customer product development activities. In the Group's view, optimal composure of the business units allows the business units to generate new ideas, which may transform into new concepts. As part of this structure, newly developed concepts are shared with other business units and added to the internal corporate product catalogue. Through this kind of cooperation, the Group maintains a very innovative organization.

The Group has two types of business units: full-service units and specialized units. A full-service unit is capable of delivering full-service solutions from the Group's workshops to operations. These units help customers turn ideas into functional systems, including the post-implementation responsibility of operating the system. A full-service unit is responsible for innovative design thinking, design, usability engineering, software development, testing, operation and has the overall responsibility for leading the digital transformation. In order to offer the full range of services, the unit may request assistance from specialized units that offer the particular expertise required for a specific solution. As an example, some units have specific expertise in leading the Group's workshops, and they will be activated to facilitate leading workshops whenever needed. This enables the Group to deliver a one-stop-shop professional service to the customer. Further specialized business units include those with specific capabilities in user-interface design, usability, quality assurance, cyber security and operation. Collaboration between business units enable the Group to deliver complex solutions for its customers resulting in a majority of its top 20 customers in 2020 being served by at least two business units.

Figure 11: The Group's business unit split



When the business grows organically, new business units are established if they demonstrate a positive cashflow and return a positive net profit. The new business unit is generally developed by splitting an existing business unit. The team moving to a new business unit is able to carry over ongoing customer engagements in order to enable positive cashflows and net profits. The Group's processes provide for a mechanism to ensure that a new business unit acquires the required competencies and capabilities to operate as a stand-alone unit.

Splitting mature business units allows room for new leaders and high creativity to develop in the new and existing business unit. When a unit is new and small, it usually depends on its relationship with its "mother-unit", the existing unit from which the new unit emerged, and other specialized units. The new unit typically carries on the best practices from the "mother-unit" keeping close contact on all levels. The new unit establishes close connections to the specialized units in order to approach the market with a larger range of services.

All units have capabilities of delivering advisory, design, software development or operations. A unit is a profit/loss center and has individual leadership, budgets and reporting. Most often, business units approach customers together with a Trifork CCO from one of the defined business areas and pitch new solutions. Each unit is also responsible for finding its own new young talent to mix with more experienced employees, thus ensuring a cultural fit in each individual business unit. Each unit has the autonomy to choose, within reasonable boundaries, the technologies in which it will build its expertise. Some degree of competition across business units for the same opportunities does occur, which the Executive Management views as healthy for the business as a whole, while the geographic spread of the Group's business units reduces the risks to the Group of such direct competition across business units. Overall, the business unit setup with individual financial responsibility fosters a flat organization where each individual is empowered to take ownership and responsibility and which enables a dynamic and scalable governance model. Additionally, a shared pool of services is available to ensure that all units launch efficiently. All units share ERP and banking systems, which makes it easier to operate in multiple countries at a time. Most units also share customer relation systems. Generally, there is strong collaboration and a large pool of shared services across business units.

Business units are constantly benchmarked against each other, with an emphasis on growth and profitability, to improve group performance. This includes responsibility for profit and loss on a business unit level and continuous tracking of performance to identify areas of improvement. Combined with financial responsibility this fosters business unit independence. Furthermore, business units are supported by a governance model, consisting of, amongst others, quarterly meetings, best practice sharing, transparency in business unit performance and freedom to split and root cause analysis of performance allowing poor performing units to be

terminated or improved with corrective actions. Conversely, high-performing units can be split or promoted in the organization. This governance model ensures continued performance improvement across business units.

15.8.3 Employee base and group leadership

The Group is constantly looking for new “best-in-class” employees that can inspire and be part of maintaining the Group’s competitiveness in the newest technologies. The Group’s business model requires that its developers and architects have both a broad and deep knowledge in their field. Therefore, employees are carefully selected for the different teams within the organization. The majority of the Group’s employees come from well-recognized universities all over Europe. A shared value among the Group’s employees is their curiosity to learn and develop their competencies. An important part of the Group’s culture called “Trifork DNA” is the tagline “Think Software”. This refers to how the employees of the Group think, live and work, what inspires them and, generally, how the Group can fulfil its mission. Requirements for leadership in the Group are closely connected to the teams as leaders have the responsibility of supporting the ambitions of the Group’s employees. It is important that the leaders within the organization understand the corporate culture, the “Trifork Way”, and the reasons for the past success of the Group with its customers. This is ensured by the continuous leadership training offered to selected talented employees. The Group expects that its leaders have great familiarity with customer product development and at some point have seen and solved various software challenges themselves. Additionally, leaders are required to possess a range of soft skills. These skills, amongst others, will be cultivated through the Group’s leadership program, which includes individual leadership training.

All business units have a unit leader who is responsible for the growth of the unit, the wellbeing and development of the employees and the customer satisfaction level. Once a unit leader has established multiple new units, the leader becomes a candidate for the “BUL board team”. This is a team of business unit leaders facilitating collaboration and coaching between the units and participating in business unit leader boards for other units. To continuously grow leadership talent, selected talented employees are invited to participate in leadership trainings. These selected talents start their training together with all employees at the Group’s Family Training and continue the training at the Group’s internal leadership program consisting of four modules under the guidance of the CEO. The training includes an understanding of “the Trifork Way”, the importance of alignment, talent recruitment and the Group’s sales methods.

Business units are informally grouped into six clusters matching the Group’s business areas, which are led by the respective Chief Commercial Officers (CCOs). The CCOs focus on customer product development activities in the pipeline, prioritization of future product development, M&A and strategy across business units. The CCOs form part of the overall Group leadership team together with Jørn Larsen (CEO), Kristian Wulf-Andersen (CFO) and Jacob Strange (CEO of Nine). The Group leadership is responsible for leading, guiding and mentoring the business units leaders based on the Group’s culture. Besides cooperation between CCOs, any cooperation between business units is encouraged on an individual level as part of the “Trifork DNA”.

The following table sets forth the Group’s employees by location on the dates presented.

Region	As at 31 March		As at 31 December		
	2021	2020	2020	2019	2018
Denmark	641	460	616	435	394
United Kingdom	65	62	55	58	31
Netherlands	69	65	68	65	87
Switzerland	16	21	19	18	11
Others	75	75	70	66	70
Total	866	683	828	642	593

The average age of employees is 38.5 years with an average tenure of 4.5 years. Generally, the Group employees are highly educated with ~ 40% of employees having a master’s or PhD degree and ~ 30% of employees having only a bachelor degree. The remaining ~ 30% have other forms of education. The Group is continuously working towards a balanced gender distribution despite the nature of the industry in which it is operating. Approximately 20% of the Group’s employees, and 23% of its business unit leaders, are female. The Group employs a global workforce with employees from more than 27 nationalities. The attractiveness of the Group’s workplace is supported by a relatively low churn rate of 15% in 2020 and high employee satisfaction based on Glassdoor rankings, placing the Group ahead of most of its competitors in Denmark on both metrics. The Group believes its flat organizational setup, shared passion for technology and entrepreneurial environment

allowing employees to create new companies through Trifork Labs a key factor for retaining talented employees.

As of the date of this Offering Circular, the Group had approximately 894 employees, with approximately 815 employees based in the Group's Core Geographies. From time to time, the Group also employs consultants to support its business.

15.8.4 Strategic and operational partnerships

The Group has established re-seller relationships and operational partnerships with leading companies in the technology industry, including Apple, Amazon, IBM, Microsoft, Google and SAP, and important start-ups such as Humio, Hashi Corp, JetBrains and AxonIQ. The Group recognizes that it is not possible to have competencies within all areas and therefore is supported through such operational and strategic partnerships, through which the Group will typically act as a re-seller of products or services developed by the Group's partners. The Group relies on products and services provided by its operational partners in order to deliver customer solutions in areas where such partner firms have specific competencies and where the Group has decided not to develop or maintain the competencies in-house. The Group also benefits from its relationships with significant players in the technology industry by their attendance as thought leaders at the Group's GOTO conferences. Additionally, the Group's operational partners may provide training from time to time for the Group's experts in specific technologies and products, as a result of which a number of the Group's employees are certified in leading partners' technologies, e.g. Google Cloud, AWS and Azure. It is vital for the Group to work with the right technology partners and therefore business unit leaders have responsibility for developing such partnerships. Each business unit is advised to invest in building close relationships with two to three partners. Key operational partnerships established by one business unit can then be leveraged across the entire business, enabling synergies for the Group. For internal purposes, the Group classifies partnerships as either strategic or operational. Selected strategic partnerships include partnerships with Apple, for example in the Smart Enterprise business area where the Group has supported Apply by assisting customers in the implementation of "fast start" apps; Google Cloud, with whom the Group works frequently as it supports customers to move operations to the cloud; and SAP, where the Group has expertise in designing applications for ERP-systems based on SAP technology. Selected operational partnerships include Azure, Humio and AxonIQ. Working with the best partners is a key objective for the Group as it enables the full go-to-market model.

15.8.5 Acquisitions

The Group's strategy is that its future growth should primarily be organic. Nevertheless, the Group has historically supported organic growth through selected acquisitions and expects to continue to pursue new acquisitions on a targeted basis in order to expand and enhance its technical capabilities and balance its customer and revenue mix. In addition, the Group has historically acquired companies at valuation levels that have fostered multiple arbitrage.

In general, the Group's investment decisions are based on the following evaluation criteria:

- Global: Will the investment benefit the Group's globalization aim by opening or expanding one or more geographic markets and or bring new products or solutions to existing markets? Examples for past investments that facilitated geographical expansion include the acquisitions of Erlang Solutions (2011) and Open Credo (2013) in the United Kingdom, Orange 11 (2012) in the Netherlands and Vilea GmbH (2021) in Switzerland.
- Frontrunner: Is the company a first mover in the utilization of new technology or expert in technology areas that could complement solutions being marketed by the Group? Acquisitions expanding the Group's technological expertise have included Duckwise (2014), Testhuset (2018), Invokers (2018), SAPBASIS (2020) and Nine (2020).
- Product business: Does the company have or is it developing products with a substantial scalable revenue potential? For example, the Group acquired Netic in 2016 with the intention to use Netic's cloud capabilities to support operations across the Group's Run sub-segment.
- Business partner: Does the acquisition allow the Group to obtain a competitive advantage or other synergies? For example, the recent Nine acquisition increased the Group's strength in the Danish public sector, while the SAPBASIS acquisition brought SAP operations and technical consultancy capabilities to the Group.

- Customer: Is the company an innovation partner that can help the Group create loyal and strategic customers? The Group's investment in Netic, for example, enabled the Group to offer private cloud solutions and thereby to create stronger and longer-lasting relationships with its customers. The acquisition of Nine in 2020 also enabled the Group to strengthen its public sector customer base.

The Group screens potential M&A targets through a tender database, extensive networks, research from its business unit leaders as well as through its GOTO conferences. Within its core screening parameters, the Group has identified approximately 220,000 potential targets, of which approximately 300 offer services which the Group considers relevant to its own offering. Approximately 55 of those targets fulfill the Group's investment criteria and the Group has performed high-level due diligence on approximately 35 targets. Of these potential targets, four targets (across Denmark and the United Kingdom) conduct operations in the FinTech business area, four targets (across Denmark and Switzerland) conduct operations in the Digital health business area, six targets (across Denmark and Switzerland) conduct operations in the Smart Building business area, sixteen targets (across Denmark, the Netherlands, Switzerland and the United Kingdom) conduct operations in the Smart Enterprise business area, four targets (across Denmark and the United Kingdom) conduct operations in the Cyber Protection business area and five targets (across Denmark, Switzerland and the United Kingdom) conduct operations in the Cloud Operation business area (note that certain potential targets have operations across multiple business areas and thus are included more than once in this summary). The Group expects that inorganic growth will predominantly take place in Denmark, the United Kingdom and Switzerland but may pursue opportunistic acquisitions in other countries and will consider opportunistic M&A opportunities, including outside of its Core Geographies, if and when they arise.

The Group prefers smaller M&A targets which present a greater potential upside, allow for seamless integration and offer higher degrees of operational flexibility. The Group generally strives to incentivize the target's founders to remain with the business. In turn, the Group believes it offers high value to acquired companies by acting as a sparring partner to smaller companies in a professional setup while offering a sufficient size to enable offering products to larger customers. In addition, the Group offers access to a strong set of capabilities and room to grow in its agile Teal organizational model.

The Group's M&A activities have historically enabled the Group to expand quickly into new product offerings and, in particular, new geographies, and the Group expects to continue to take advantage of such opportunities in the future. M&A activities target both functional knowledge as well as capabilities to support the Group's go-to-market model and thereby actively contribute to the Inspire, Build and Run model. Since 2010, the Group has acquired 11 companies, including: Erlang Solutions, Orange11, OpenCredo, Duckwise, Netic, Testhuset, Invokers, SAPBASIS, MM Technology ApS, Nine and, most recently, Vilea GmbH. The Group's most recent acquisition of Vilea, a Swiss-based IT-firm specializing in designing and delivering tailor-made mobile enterprise applications, is aimed at expanding the Group's position in Switzerland and central Europe. Vilea has 11 employees in offices in Zurich and Vienna. The acquisition was completed on 30 April 2021.

Once a company has been acquired, a tailored integration process is initiated whereby the target is gradually assimilated into the Group's setup and culture. The Group adapts its Teal organizational model to facilitate the integration process. This entails a soft onboarding in which the acquired company's integration process is initiated at its own pace. Firstly, management will assess how the acquired companies can be separated into natural Teal units and retain necessary incentives and autonomy which have worked for the respective acquired companies in the past. Once ready, the acquired company will start to assimilate with the Group's business unit setup and knowledge between the acquired company and the Group will start to be shared. Lastly, the acquired company will undergo a full integration including a potential rebranding to a "Trifork Group company". Overall, the pace of the integration is determined by the acquisition rationale, nature of the target and general transaction structure. The length of the integration process varies significantly, with some targets immediately rebranded as Trifork companies and others retaining their separate brand and identity for a number of years following their acquisition.

The Group seeks to mitigate the risks to the Group and improve the likelihood of successful integration and growth with respect to any individual acquisition by completing acquisitions in several steps. The Group prefers to take a majority stake in, but not total ownership of, its acquisition targets, typically acquiring between 50.1% and 70.0% of any individual target in the first instance. This strategy permits the Group to consolidate such targets and to control the intellectual property and specialized capabilities of each target company whilst ensuring that the existing owners (typically, the founders) of such companies remain engaged and motivated to drive the success of the target business even after the Group's acquisition. Upon the Group's acquisition of a majority stake, a tailored integration process is initiated whereby the target company is gradually assimilated into the Group's setup and culture. Depending on the specific target, its operations are either merged into the Group's existing business units or established as an entirely new business unit. The pace

of integration is determined by the acquisition rationale, nature of the target and general transaction structure, with some targets immediately rebranded as Trifork companies and others retaining their separate brand and identity for a number of years following their acquisition. The integration process generally takes place over a two to three year period, following which the Group may or may not ultimately seek to acquire a 100.0% stake in any given acquisition target. The Group has negotiated call options and in some cases also agreed to put options for the minority shareholders with respect to a number of its acquisitions. See “—*Material contracts*”.

The Group’s most recent significant acquisition is the Group’s acquisition of Nine. Nine is a Danish IT consulting company developing solutions critical to businesses and society in collaboration with its customers to accelerate digital transformation and improve efficiency and operates in four of the Group’s business areas. The acquisition was aimed at strengthening and anchoring the Group’s position as a major provider of IT-development services to the Danish public sector with past customers including the Danish central business register Virk, the Danish business authority and the customs and tax administration. As part of the Group, Nine is able to participate in tenders for more complex and critical projects in the public market and can offer a broader range of services such as operation, surveillance and cyber protection. Despite a relatively high customer concentration Nine has a de-risked business model, with a large number of individual contracts, high budget visibility (with more than 90% of revenues based on a time and materials basis), high rates of repeat customers and experienced employees, complementing the Group’s business. Additionally, the Group aims to accelerate the Group’s growth within the FinTech business area through Nine. Nine contributed revenue of EUR 9.3 million and earnings before tax of EUR 1.6 million to the Group in 2020, but if the Nine acquisition had taken place on 1 January 2020, the total revenue of the Group would have been EUR 15.1 million higher and the earnings before tax for the period would have increased by EUR 1.8 million. See “—*Material Contracts—Acquisition of Nine A/S*”. The integration of Nine follows the Group’s general approach with a soft onboarding following the acquisition and a subsequent creation of a separate business unit for Nine within the Group’s Teal organizational model which is intended to be split into three individual business units. Jacob Strange (CEO of Nine) continues as the business unit leader for the Nine business units and as CCO in the Smart Enterprises business area. Knowledge sharing between the Nine business units and the Group’s other business units has been initiated. The Group intends to keep Nine as a separate brand name and has begun to develop its long-term strategy for Nine, with an emphasis on maximizing potential cost and revenue synergies across Nine and the Group’s other business units.

15.9 Trifork Group structure

The Company is the ultimate holding company of all other Group companies. Group companies accounted for in the Trifork segment are ultimately controlled by the Company, with a direct or indirect ownership stake of 50.1% to 100%. As of the date of this Offering Circular, the Group held a controlling stake in 30 subsidiaries and a non-controlling stake in 24 associated companies or financial investments. In its Trifork Labs segment, the Group holds minority interests in tech start-ups for R&D purposes. The Group chart below shows the Group structure as of 10 May 2021.

The diagram illustrates the ownership structure of Trifork Holding AG and its subsidiaries. The ownership is categorized by color: orange for Trifork subsidiary, light orange for Trifork associated, black for Trifork Labs subsidiary, and grey for Trifork Labs investment.

Trifork Holding AG

- 100.0% **Trifork A/S**
 - 88.0% **Netic A/S**
 - 100.0% **Trifork Public A/S**
 - 50.4% **Dawn Health A/S**
 - 75.1% **Testhuset A/S**
 - 11.6% **TestLab ApS**
 - 100.0% **Trifork Smart Enterprise A/S**
 - 100.0% **Trifork Smart Enterprise SL**
 - 50.1% **SAPBasis ApS**
 - 70.0% **Trifork Smart Device ApS**
 - 70.0% **Nine A/S**
 - 41.0% **Appdictive ApS**
 - 15.0% **Frameo ApS**
 - 50.0% **Bookingsplatform ApS**
 - 66.3% **Erlang Solutions Ltd.**
 - 100.0% **Erlang Solutions Hungary Kft.**
 - 100.0% **Erlang Solutions AB**
 - 100.0% **Erlang Solutions Inc.**
 - 100.0% **Erlang Solutions SP**
 - 6.7% **Beem International Sarl**
 - 100.0% **Trifork Ltd.**
 - 100.0% **OpenCredo Ltd.**
 - 100.0% **Code Node Ltd.**
 - 100.0% **The Perfect App Ltd.**
 - 100.0% **Trifork GmbH**
 - 100.0% **Trifork B.V**
 - 5.7% **MarsOne B.V**
 - 100.0% **Trifork Eindhoven B.V**
 - 100.0% **Duckwise ApS**
 - 100.0% **Trifork Software Solutions SL**
 - 100.0% **Trifork Germany GmbH**
 - 100.0% **Trifork Academy Inc.**
 - 100.0% **Vilea GmbH**
 - 100.0% **Vilea Austria GmbH**
- 24.0% **Programmable Infrastructure Solutions AG**

Trifork Labs AG

- 100.0% **Trifork Labs ApS**
 - 21.5% **AxoniQ B.V**
 - 22.4% **ExSeed Ltd.**
 - 22.2% **XCI Holding A/S**
 - 48.0% **Arkyn Studios Ltd.**
 - 19.4% **ReQbo ApS**
 - 0.2% **Atomlist Inc.**
 - 0.1% **Implantica AG**
 - 9.8% **C4Media Inc.**
 - 4.3% **Youandx.com ApS**
 - 2.6% **Verica Inc.**
 - 17.4% **EDIA B.V**
 - 49.9% **Dawn Labs A/S**
 - 15.0% **Firmnav ApS**
 - 17.8% **Upcycling Forum ApS**
 - 39.1% **TSBone ApS**
 - 1.1% **Kashet Group AG**
 - 25.0% **Dryp ApS**

Legend:

- Trifork subsidiary
- Trifork associated
- Trifork Labs subsidiary
- Trifork Labs investment

Within the Trifork segment, the market approach for the sales and marketing of services and products are orchestrated through six different business areas FinTech, Digital Health, Smart Building, Smart Enterprise, Cyber Protection and Cloud Operations. The business units share sales and marketing tools under the Teal organizational model, see “—*Business model enablers—Teal organizational model*”. Sales activities are typically supported by the Chief Commercial Officer for the relevant business area.

15.11 IT audit and security standards

Notwithstanding the above, the business units within a Group subsidiary may, together on a subsidiary level, choose to implement their own security and data protection policies instead of the Group-wide SDP policies, provided that the required level of compliance is applied, including in respect of external audits and certifications, is ensured by such subsidiary's application of its own policies. While the subsidiary's policies and level of compliance is not subject to any Group audit, the subsidiary shall annually declare that their

security and data protection setup is technically and organizationally appropriate in light of the applicable Group-wide SDP policies. It is primarily non-Danish subsidiaries that have chosen to implement their own security and data protection policies.

15.12 Material contracts

Save as disclosed below, there are no contracts (other than those entered into in the ordinary course of business) to which the Group is a party which (i) are, or may be, material to the Group and which have been entered into in the two years immediately preceding the date of this Offering Circular; or (ii) contain any obligations or entitlements which are, or may be, material to the Group as of the date of this Offering Circular.

15.12.1.1 Acquisition of Nine A/S

On 2 September 2020, the Company's subsidiary Trifork A/S entered into a share purchase agreement to acquire 70% of the shares of the Danish IT services company, Nine, for aggregate consideration of DKK 254.1 million (EUR 35.1 million). The transaction was completed simultaneously. The aggregate consideration was paid partly in cash and partly in the form of 191,000 shares in the Company. As at the date of this Offering Circular, Nine's existing management team continues to hold the remaining 30% of the shares of Nine through 9 Holding ApS.

The share purchase agreement contains certain covenants, including a restriction providing that the selling shareholders shall not, until 31 December 2022, directly or indirectly (i) compete with the Group's activities or solicit, entice away or attempt to solicit or entice away customers, representative, agents or suppliers of Nine, or (ii) solicit for employment employees or directors of Nine for a period of 6 months following the completion of the transaction. Notwithstanding item (i) above, the selling shareholders of Nine may from time to time directly or indirectly hold shares in publicly traded companies irrespective of such companies being competing businesses, provided that such shareholdings of listed shares shall not exceed 2% of the issued shares in each such listed company, and the (indirect) sellers Jacob Strange and Christian Hoffmann may from time to time directly or indirectly hold shares in Q-Nation A/S.

Lock-Up

Pursuant to the share purchase agreement, 9 Holding ApS has agreed that 50% of the shares in the Company it received as purchase price consideration, corresponding to a total of 95,500 shares, will be subject to a lock-up until 31 December 2022, and 9 Holding ApS may not, directly or indirectly, transfer, pledge, distribute as dividend, contract to sell or grant any option right or option during this period without the prior written consent of Trifork A/S.

Put-Call Options

Trifork A/S and 9 Holding ApS have entered into a shareholders' agreement pursuant to which, among other things, 9 Holding ApS retains a put option and Trifork A/S retains a call option concerning the remaining 30% of the shares in Nine held by 9 Holding ApS. At any time in the period 1 January 2023 to 31 December 2024, 9 Holding ApS may, by exercising its put option, require that Trifork A/S purchases all of its remaining 30% stake in Nine. From the approval of Nine's annual report concerning the financial year ending 31 December 2022 and at any time thereafter, Trifork A/S may exercise its call option to purchase the remaining 30% of the shares of Nine. In the shareholders' agreements, the parties have agreed that both the put option price and the call option price shall be calculated by reference to the EBIT of Nine at the time of exercise.

In addition, Trifork A/S has granted 9 Holding ApS a put option concerning the 191,000 shares in the Company 9 Holding ApS received as purchase price consideration. The put option is exercisable until 60 business days following determination of the EBIT of Nine in accordance with principles set out in the above shareholders' agreement following the general meeting approving the audited accounts of Nine for the financial year ending 31 December 2022. If 9 Holding ApS exercises the put option, Trifork A/S will be obliged to purchase all 191,000 shares in the Company from 9 Holding ApS. The purchase price of the first 50% of the shares in the Company is fixed at DKK 159 per share, corresponding to an aggregate purchase price of DKK 15,184,500 for 95,500 shares. The purchase price for the remaining 50% of the shares in the Company, which are also subject to the lock-up arrangement described above, will be calculated on the basis of the EBIT of Nine, however, the price per share cannot exceed DKK 159, corresponding to a purchase price of no more than DKK 15,184,500 for such shares. If the put option is not exercised, all 191,000 shares shall be subject to the same rights, obligations and restrictions as any other shares in the Company as set out in the Company's articles of association from time to time.

15.12.1.2 General Customer Agreement Set-up

As a general rule, each of the Group's business units functions autonomously and may enter into contracts with customers in the name of the Group subsidiary in which such business unit is housed, provided that certain principles, including general contract risk management procedures, laid down by the Group are observed.

The Group is currently implementing a standardized customer contracting policy for Denmark, which, following roll-out, its Danish business units will be encouraged to use as the contractual basis for services to be provided to Danish customers. Under such contracting policy, Danish Group companies will, to the extent possible, enter into a master agreement (a "**Master Agreement**") with each customer, which will govern the overall legal obligations of the Group and its customer and include customary provisions such as limitations of liability, indemnity provisions and terms and conditions for termination.

In the case of the Group's larger customer product development engagements, the relevant Master Agreement will be supplemented by individual work orders. Under the Group's contract risk management procedures, the Group seeks to break down larger, longer-term engagements with customers into several, staged individual work orders governing separate deliverables, each of which should be capable of completion within a timeframe of no more than six months. These procedures are designed to ensure a de-risked approach to customer contracting and to reduce the Group's maximum liability exposure under any individual work order. Unless approved by the Executive Management, or the Board of Directors in special circumstances, no Group company is permitted to enter into a single product development contract the value (and associated risk to the Group) of which exceeds EUR 5,000,000.

The Group has recently developed a standard form of Master Agreement in order to increase the efficiency of its contracting practices and greater harmonize the terms and conditions upon which the Group contracts across different business units. Under the Group's standard form of Master Agreement, the liability of the contracting Group company in respect of each work order under the Master Agreement is limited to the payments received by such Group company under such work order during the 12 months preceding any claim thereunder. In addition, claims for consequential losses, loss of production, loss of data, loss of profit, loss of goodwill and any other indirect losses are expressly excluded. However, these limitations on liability will not apply in the event of willful misconduct or fraudulence, gross negligence, infringement of third party IPR, or in case of death or personal injury that may be the result of the negligence of the contracting Group company.

Under the Group's standard form Master Agreement, the customer acquires all IPR to any custom-developed software produced by the Group for such customer upon payment of the Group's invoice relating to such product development. The Master Agreement does not prevent the Group from performing similar software product development services for other customers. Subject to, and provided that the Group does not infringe upon, any of the customer's existing IPR, trade secrets and proprietary information, the Group may develop, use and exploit the general knowledge and know-how, tools, codes, techniques, ideas and other information it acquires in the process of delivering a product to the customer.

Under the Group's standard form Master Agreement, the Group is required to maintain appropriate liability insurance covering the delivery of its products and services to the relevant customer.

The Group's standard form Master Agreement provides for termination at the convenience of either party, with three months' prior written notice in the case of a termination by the customer and six months in the case of a termination by the contracting Group company. In addition, the customer and the contracting Group company may each terminate for cause with immediate effect in the case of material breach which has not been remedied or as a result of the insolvency or liquidation, whether voluntary or involuntary, of the other party.

While the Group generally seeks to negotiate its contractual engagements on the basis of its standard form of Master Agreement, most of its larger customers prefer to use their own standard forms as a starting point. The terms and conditions governing the Group's delivery of products and services to such large customers are typically subject to individual negotiation and the standard terms and conditions outlined above may not apply to the Group's contracts with such large customers. Similarly, contracts entered into with public sector customers on the basis of public tenders will typically be based on pre-prepared contract templates and, due to the regulations governing public tenders, access to individual negotiation will generally be limited. Notwithstanding such constraints, the Group will always seek appropriate contractual limitations on the Group's liability.

The vast majority of the Group's customer contracts are entered into on a time and materials basis, with the remaining contracts being entered into on a fixed price basis, or a combination of fixed price and time and materials. The Group's customer contracts which are entered into on a time and materials basis may be subject to caps on fees, price adjustment mechanisms or similar arrangements that constrain the fees the Group can

charge. Customers also often have the right to terminate for convenience on short notice without being liable to pay early termination fees.

15.12.1.3 Framework Agreement between Nine A/S and the Danish Business Authority

The Danish Business Authority (in Danish: *Erhvervsstyrelsen*) conducted a public tender procedure pursuant to contract notice 2019/S 244-600404 published on 19 December 2019 concerning a framework agreement of four years regarding the development and maintenance of the Danish Business Authority's it-system portfolio under the title "*Udbud af it-rammeaftale vedrørende udvikling og vedligehold 2020-24*". The framework agreement was divided into seven partial framework agreements. Pursuant to contract award notice 2020/S 135-332921 published on 15 July 2020, the partial agreements no. 1, 2 and 5 were awarded to Nine A/S, based on its submitted tenders. These partial framework agreements were also awarded to three (partial agreement no. 1), four (partial agreement no. 2) and two (partial agreement no. 5) other suppliers, respectively. Pursuant to the contract notice, the total value estimated by the Danish Business Authority of the three partial agreements for all suppliers in the contract period is DKK 350,000,000 (partial agreement no. 1), DKK 50,000,000 (partial agreement no. 2) and DKK 12,000,000 (partial agreement no. 5), respectively.

On 10 July 2020, Nine A/S and the Danish Business Authority entered into the above three partial framework agreements of a four-year period each. Partial agreement no. 1 (*Udvikling og Vedligehold*) concerns Nine A/S' delivery of services in relation to development and maintenance of it-systems, which includes an obligation by Nine A/S to comply with article 25 of the GDPR. Partial agreement no. 2 (*IT-konsulentytelser*) concerns Nine A/S' delivery of it-consulting services in relation to new and further development of it-systems. Partial agreement no. 5 (*Data Science*) concerns Nine A/S' delivery of consulting services regarding data science, including data transformation and cleansing and development of machine learning models. Contracts for specific services, including services to be performed in cooperation with other suppliers, are entered into between the Danish Business Authority and Nine A/S based on the above partial framework agreements and, if applicable, following Nine A/S' submission of tenders in the context of mini-competitions with other suppliers under the partial framework agreements.

No change of control provisions applies to Nine A/S under the three partial framework agreements. Further, in connection with Trifork A/S' acquisition of Nine A/S, as described above, the Danish Business Authority confirmed on 1 September 2020 to Nine A/S in writing their pre-approval of (i) Trifork A/S' acquisition of 70% of the shares of Nine A/S, (ii) Trifork A/S' potential subsequent acquisition of the remaining 30% of the shares in Nine A/S and (iii) a potential change of control of the Company, and that it is the intention that the cooperation between Nine A/S and the Danish Business Authority pursuant to the above three partial framework agreements will remain unaffected and on the same terms following each of the events comprised by the above items (i)-(iii). The Danish Business Authority is entitled to terminate the partial framework agreements with Nine A/S for convenience.

Nine A/S was also one of six suppliers under a four-year framework agreement regarding delivery of similar services to the Danish Business Authority for the period 2016-2020 that was awarded following a public tender procedure pursuant to contract notice 2015/S 229-416780 published on 26 November 2015 under the title "*Rammeaftale om udvikling og vedligehold af kundespecificeret programmel 2016*". This framework agreement has now expired.

15.12.1.4 Divestiture of Trifork Lab's 19.04% stake in Humio Ltd.

On 18 February 2021, Trifork Labs, together with certain other shareholders of Humio Ltd., entered into a share purchase agreement with CrowdStrike Holdings, Inc., relating to the sale of 100% of the share capital of Humio Ltd. to CrowdStrike Holdings, Inc. for a total purchase price of USD 400 million, subject to certain post-closing adjustments under the share purchase agreement. The consideration attributable to Trifork Labs, which held a 19.04% stake in Humio Ltd., amounted to EUR 69 million, subject to any post-closing adjustments. The transaction was completed on 5 March 2021. See "*Operating and Financial Review—Key Factors Affecting the Group's Results of Operations—Acquisitions and divestitures*".

Pursuant to the share purchase agreement, the aggregate consideration was paid in cash, of which USD 9.0 million is required to be retained in an escrow account for up to 18 months following closing, pending any claim by CrowdStrike Holdings, Inc for a purchase price adjustment or for indemnification pursuant to the terms of the share purchase agreement.

Trifork Labs made certain warranties under the share purchase agreement and may be liable to CrowdStrike Holdings, Inc for damages should any such warranties have been inaccurate when made. Under the share purchase agreement, CrowdStrike Holdings, Inc is required to have obtained a representations and warranties

insurance policy and in the case of certain claims for indemnification is required to seek satisfaction therefor from such policy prior to making any claim for indemnification from any other party to the share purchase agreement.

15.12.2 Financing Arrangements

For a description of the Group's financing arrangements, see *“Operating and Financial Review—Liquidity and Capital Resources—Financing Arrangements and Commitments”*.

15.12.3 Underwriting Agreements

For a description of the Underwriting Agreements relating to this Offering, see *“Plan of Distribution”*.

15.13 Intellectual property rights

The Group relies on a combination of intellectual property laws, confidentiality procedures and contractual provisions to protect its proprietary technology and its brand. The Group holds, amongst others, trademarks for “Trifork” and “Trifork accelerate”, as well as “TPA (ThePefectApp)”, a trademark used in connection with the Group's smart distribution platform. The Group also leases a number of internet domains, the most important of which is www.trifork.com.

The table below shows an overview of the key registered trademarks held by the Company:

<u>Trademark</u>	<u>Nice Class</u>	<u>Geography</u>	<u>Expiry date</u>
Trifork	9, 35, 41, 42	European Union	November 2023
Trifork accelerate	35, 41, 42	European Union	May 2027
ThePefectApp	38, 45	European Union	December 2025

The Group generally does not rely on registered IPR on the solutions it provides, but instead relies on general copyright protection, know-how, trade secrets and applicable laws and regulations related to the use of proprietary information. In general, the intellectual property developed by the Group when developing products for its customers belongs to such customers. The Group will typically have a limited right to use such intellectual property in solutions for other customers, provided that such customers are not competitors of the customer for which the intellectual property was initially developed.

IPR is generally maintained within either the Trifork Run sub-segment or the Trifork Labs segment. Trifork Run maintains IPR to balance its growth and profitability profile and to maintain control over the IPR in-house. Trifork Labs focusses on IPR offering a high growth profile and potential.

15.14 Legal proceedings, investigations and other regulatory matters

The Group may from time to time be subject to claims and various legal proceedings arising in the ordinary course of business. The Group has not been, within the twelve months preceding the date of this Offering Circular, and is not currently, party to or aware of any threatened governmental, litigation, administrative, arbitration or dispute proceedings which could in the future have, or have had in the recent past, a material adverse effect on the Group's business, reputation, results of operations or financial condition.

15.15 Real property

The Group's headquarters are located in leased office space at Neuhofstrasse 10, 8834 Schindellegi, Zurich, Switzerland. The Group also leases other offices and sales facilities in Aalborg, Aarhus, Esbjerg and Copenhagen, Denmark, and in other markets in which the Group is represented, including in Berlin, Amsterdam, Eindhoven, London, Stockholm, Krakow, Budapest, Chicago and San Francisco.

The Group does not consider any of its real properties to be material to the Group's operations. The Group believes that its leased properties are generally adequate for the Group's present needs and believes that suitable additional or replacement space would be readily available should the Group for any reason no longer have any access to one or more of its existing leased properties. None of the Group's leased real property is subject to material easements that prevent or restrict the Group's current business activities or will require major investments or the incurrence of significant costs going forward.

15.16 Insurance

The Group's insurance coverage covers risks associated with its business, including lease, theft, property damage, injuries and professional indemnity liability insurance; accident and workers' compensation insurance; D&O insurance and product liability insurance. Insurance policies are generally taken out at the level of the Group's subsidiaries and are tailored to the relevant subsidiary's exposure. For example, Group companies engaged in the hosting of personal data as their primary business have taken out insurance cover in respect of data privacy related claims and fines. The Executive Management believes that the Group carries insurance of a type customary for the industry in which the Group operates and at a level which is generally adequate.

15.17 Risk management

The Group takes a structured approach towards risk management and identified risks are discussed at joint meetings of the Executive Management and the Board and for the individual business units at the monthly meetings of the business unit leader board. The level of significance that the Group gives to a particular risk is based on the assessment of the risk based on past events and the nature of the specific risk.

On an annual basis, all business units are required to identify those risks, events or tendencies which relate, directly or indirectly, to their area of business and which may prevent the individual unit, or Trifork as a whole, from achieving its goals. Each business unit will, in the first instance, assess all identified risks for the probability of occurrence and the potential impact of each risk. The potential impact of a given risk is measured against a number of metrics, including the impact on the business unit's EBIT, employees, customers and environment and Trifork's reputation should such a risk materialize. Subsequently, the Executive Management and ultimately the Board will scrutinize those risks identified by the Group's individual business units in light of the impact that each risk might have on the individual business unit concerned and on the Group as a whole. In addition, the Board considers areas in which there may be a particular risk to the Group as a whole, such as significant accounting estimates and possible changes in accounting standards.

With respect to Trifork Labs, the Executive Management meets weekly including to review updates to the governance and capital structure of the Group's various Trifork Labs investments.

The Group is, as a result of its operations, 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. The Group's financial management is designed 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. On a monthly basis, the Executive Management reviews the Group's risk exposure in areas such as customers, order lengths, currencies, etc. in relation to budgets and forecasts.

15.18 Corporate social responsibility and environmental, social and governance policy

The Group takes corporate responsibility seriously and strives to conduct its activities in a socially responsible way. The Group has a business oriented approach to its corporate and social responsibility ("CSR"), which creates a large overlap between its values and associated actions. The Group's business model is based on highly competent and committed employees, see "*Business model enablers—Employee base and group leadership*". The Group's CSR efforts are focused on the following areas:

- *Attracting and developing competence:* the Group seeks to attract and develop competencies in system development, enable new technologies and offer employees a platform to excel at the forefront of technological development. The Group has high expectations of its employees and wants them to retain a high level of competence. The Group's GOTO conferences or "Hackerdays" are examples of this policy.
- *Making a difference:* Trifork strives to improve life quality throughout the world. Its business areas must contribute to this with actions and products creating simplicity and a reduction in unnecessary use of resources. Examples of this are the Group's contributions to national solutions in the healthcare sector or a focus on development of mobile platforms for both, individuals and the industry to help reduce the number of power-consuming computers.
- *Committed employees:* employees are the most important resource for the Group, and thus the pivotal point of the Group's CSR activities. The Group seeks to be a workplace with committed employees, executives, customers and suppliers. This policy includes, for example, the Group's application of the scrum method which implements agility in work processes.

- *Distribution of gender:* approximately 20% of the Group's employees, and 23% of its business unit leaders, are female. The Group believes that the distribution of gender in its Board of Directors should reflect the distribution within the entire Group and is committed to maintaining at least 30% female representation at the Board of Director level. In addition, the Group focuses on developing and promoting female talent across its business units.
- *Human rights and democracy:* Trifork wishes to support and respect the protection of internationally proclaimed human rights and to support the development of democracies within the Group's sphere of influence in order not to participate in any violations of human rights or in damaging democracies. The Group's policy includes equal treatment of all employees, independent of nationality, gender or DNA.

The Group's environmental, social and governance ("ESG") policy currently under development will focus on the following areas:

- *Enhancing societal efficiency:* the Group intends to enable new technologies through its GOTO brands and mentor young individuals.
- *Promoting green energy and sustainable solutions:* the Group seeks to contribute to the reduction of unnecessary use of resources, for example through its Smart Building business area. It is the Group's ambition to use green energy as a corporate policy and to focus on investing in companies with strong ESG positions. The Group also engages in tree-planting initiatives to offset CO2 emissions and sponsors the Ocean race to raise awareness for ocean pollution.
- *Focus on personal health and wellbeing:* the Group strives to create working environments that allow for work-life-balance, active leisure time, healthy lunch and the opportunity for its employees to co-invest in new ventures. The Group believes that its focus on personal health promotes high employee satisfaction and a workplace where employees can grow both professionally and personally. The Group has reported no work related injuries except for Covid-19 infections and a 2% sick leave rate in 2020.
- *Promoting human rights, democracy and responsible tax:* the Group supports the protection of the internationally proclaimed human rights and the empowerment of democracies and is a sponsor of Alliance of Democracies. The Group also mentors a startup to combat fake news publications. In addition, the Group advocates responsible taxation and discloses additional corporate tax information.

16 REGULATORY AND LEGAL ENVIRONMENT

16.1 Introduction

The Group is subject to numerous laws, rules and regulations at supranational, national, state and municipal levels, governing its business activities in the countries in which it operates.

The following chapter contains selected information on certain aspects of the regulatory and legal environment in some of the countries in which the Group is operating. The information in this chapter is intended to provide a brief overview of certain of the regulations to which the Group is subject and is not intended to provide a comprehensive or complete description of the regulatory and legal requirements in the relevant jurisdictions. Given that the Group is operating internationally, the legal environment may differ substantially in other countries in which it is active.

In addition, many of the Group's customers are subject to industry-specific regulations, and accordingly these customers' use of the Group's services is subject to industry regulation. Some customers are also public entities and are subject to Danish and EU tender process rules. In addition, when delivering large-scale products to customers in the private sector tender procedures may be used to select suppliers, although they are not subject to the same procurement rules.

16.2 Regulatory and legal environment relating to the Group's operations

16.2.1 Data Protection and Privacy

Many of the IT solutions and systems developed and maintained by the Group involve the processing of, inter alia, sensitive personal data and payment data such as credit card information. Ensuring secure and compliant processing of information and personal data as well as a high standard of cyber security are therefore a high priority for the Group.

Regulators around the world have adopted or proposed requirements regarding the collection, use, transfer, security, storage, destruction, and other processing of personally identifiable information and other data relating to individuals, and these laws are increasing in number, enforcement, fines, and other penalties. The GDPR went into effect in May 2018, implementing more stringent requirements in relation to companies' use of personal data relating to individuals ("data subjects"). Under the GDPR, the expanded definition of personal data include information such as name, identification number, email address, location data, online identifiers such as Internet protocol addresses and cookie identifiers, or any other type of information that can either directly or indirectly identify a living individual. The GDPR and supplementary member state law imposes a number of requirements, which include: compliance with general principles relating to the processing; a lawful ground for each processing of personal data; higher standards for organizations to demonstrate that they have obtained valid consent or have another legal basis in place to justify their data processing activities; providing expanded information about how data subjects' personal data are or will be processed; preparation of data processing agreements; preparation of written risk assessments; carrying out data protection impact assessments for operations which present specific risks to individuals due to the nature or scope of the processing operation; an obligation to appoint data protection officers in certain circumstances; rights for individuals e.g. right to access, right to be "forgotten" and right to data portability, as well as enhanced current rights; the principal of accountability and demonstrating compliance through policies, procedures, training, and audit; profiling restrictions; a mandatory data breach reporting regime; and specific additional requirements in case of transfers of personal data to third countries outside of EU/EEA.

The existing Swiss Federal Act on Data Protection of January 1, 2014 (*Bundesgesetz über den Datenschutz*, the "DSG") contains similar provisions to the GDPR, but is less specific and in general more liberal. Violations of the existing DSG may trigger civil and, in case of the violation of certain specific provisions, also criminal liability of the offender. In addition, the Swiss Federal Data Protection and Information Commissioner (the "FDPIC") has the power to investigate the processing of personal data and, in case he discovers any non-compliance, issue recommendations addressed to the person processing the personal data. In Denmark, the Danish Data Protection Agency (*Datatilsynet*) has similar rights as the FDPIC in respect of the GDPR and supplementary Danish law. If such person does not accept the recommendation of the FDPIC, the FDPIC can refer the matter to the Swiss Federal Administrative Court (*Bundesverwaltungsgericht*) to render an award. The FDPIC itself has no authority to issue binding decisions or to impose sanctions. The DSG is under revision and the Swiss parliament has already accepted the new provisions. The revised DSG will enter into force in 2022. In line with the goal of the revision—harmonization with the GDPR—the revised DSG contains similar obligations and data subject rights as the GDPR even though there are certain deviations. Important is that the FDPIC receives with the revised DSG more investigation and decision competencies. Furthermore,

infringements of certain obligations will be criminally sanctioned with penalties of up to Swiss francs 250,000. Contrary to the GDPR, the sanctions will not be awarded against the legal entity, but rather against the individuals who are responsible for the non-compliant data processing activities. Compliance risks for directors and other employees in charge will therefore increase. Further, certain customers of the Group might be subject to specific confidentiality obligations, such as the banking secrecy or patient secrecy. Violations of these obligations, also by contractors and infrastructure service providers, may trigger disciplinary sanctions by the cantonal authority responsible for the supervision of the relevant professionals. In addition, violations of professional secrecy obligations may also trigger criminal liability under article 321 of the Swiss Penal Code.

In California, the United States, the California Consumer Privacy Act (the “CCPA”) went into effect in January 2020. Similar in certain respects to the GDPR, the CCPA establishes a new privacy framework for covered businesses, including, among other things, an expanded definition of personal information, as well as a potentially severe statutory damages framework and private rights of action for CCPA violations and failure to implement reasonable security procedures and practices.

16.2.2 Cybersecurity

As a provider of, inter alia, cloud operations, general rules on cybersecurity apply to the Group in various jurisdictions where it operates. For example, certain technical and organizational measures must be implemented to protect the security of personal data. These measures may include, inter alia, physical security against unauthorized access and manipulation, password assignment, authorization concepts, logging of subsequent changes of data, reasonable encryption as well as protection against accidental loss, destruction or damage. In addition, according to general corporate laws, companies must implement appropriate risk management systems that also cover the detection and control of IT-related risks.

In the EU, additional compliance burdens have been introduced by EU Directive 2016/1148/EU of the European Parliament and of the Council of 6 July 2016 on Security of Network and Information Systems (the “NIS Directive”) which entered into force on 8 August 2016. The NIS Directive requires “essential service operators” within critical infrastructure sectors, such as the energy, transport or banking sector, as well as “digital service providers”, e.g., online marketplaces, to carefully review existing network security mechanisms, to implement “state-of-the-art” security measures which shall ensure a level of security for their infrastructure appropriate to the risk of the respective entity as well as to establish proper notification measures to promptly notify the competent authority of any incident which has a substantial impact on the services offered in the EU.

17 SELECTED HISTORICAL FINANCIAL AND OPERATING INFORMATION

The selected historical financial and operating information set forth below have been extracted from the Group's financial statements for the periods indicated below and included in the F-pages of this Offering Circular. Prospective investors should read the selected historical and operating information set forth below together with the Audited Consolidated Financial Statements and the Unaudited Consolidated Interim Financial Statements, including the notes thereto, and the sections "Presentation of Financial and Certain Other Information" and "Operating and Financial Review". See "Risk Factors".

The selected consolidated historical financial and operating information set forth below, comprising the selected consolidated income statement, the selected consolidated statement of financial position and the selected consolidated cash flow statement has been derived from the Group's Audited Consolidated Financial Statements and the Unaudited Consolidated Interim Financial Statements.

17.1 Selected consolidated income statement

in EUR '000	As at 31 March (unaudited)		As at 31 December		
	2021	2020	2020	2019	2018
Revenue from contracts with customers	39,415	28,529	115,358	106,428	86,508
Rental income	85	50	320	1,191	1,247
Other operating income	134	2	770	3,831	409
Operating income	39,634	28,581	116,448	111,450	88,164
Cost of goods and services purchased	(8,104)	(6,490)	(22,751)	(27,542)	(21,516)
Personnel costs	(21,402)	(14,960)	(64,149)	(55,795)	(42,567)
Other operating expenses	(4,805)	(3,166)	(12,573)	(12,476)	(14,015)
Operating expenses	(34,311)	(24,616)	(99,473)	(95,813)	(78,098)
Earnings before financial items, taxes, depreciation and amortization	5,323	3,965	16,975	15,637	10,066
Depreciation, amortization and impairment	(2,790)	(2,161)	(10,567)	(7,402)	(3,940)
Earnings before financial items and taxes	2,533	1,804	6,408	8,235	6,126
Fair value adjustments on investments in Trifork Labs	1,713	—	41,259	9,524	9,999
Share of results from associated companies	—	—	15	(24)	7
Other financial income	56	25	882	412	822
Other financial expenses	(520)	(251)	(1,474)	(1,014)	(653)
Result on foreign exchange	(119)	347	(48)	610	(270)
Financial result	1,130	121	40,634	9,508	9,904
Earnings before tax	3,663	1,925	47,042	17,743	16,030
Income tax expense	(1,012)	(485)	(2,384)	(1,394)	(1,261)
Net income	2,651	1,440	44,658	16,349	14,769
Attributable to:					
Shareholders of Trifork Holding AG	1,773	1,174	43,216	15,240	13,691
Non-controlling interests	878	266	1,442	1,109	1,078
Earnings per share of Trifork Holding AG—in EUR					
Basic	0.10	0.06	2.33	0.83	0.75
Diluted	0.10	0.06	2.33	0.83	0.75

17.2 Selected consolidated statement of financial position

in EUR '000	As at 31 March (unaudited)		As at 31 December		
	2021	2020	2020	2019	2018
Assets					
Intangible assets	72,164	36,426	72,990	33,445	34,840
Right-of-use assets	20,645	14,989	21,470	15,546	—
Property, plant and equipment	6,196	6,283	6,144	5,732	7,640
Investments in Trifork Labs	20,478	34,606	19,755	32,531	19,685
Investments in associated companies	15	31	15	41	115
Other non-current financial assets	3,443	2,841	3,956	2,868	2,244
Deferred tax assets	203	339	224	343	116
Total non-current assets	123,144	95,515	124,554	90,506	64,640
Trade receivables	30,921	18,984	25,226	20,236	18,094
Contract assets	2,992	3,141	2,107	2,186	2,590
Other current financial assets	355	410	340	519	—
Other current receivables	341	839	559	1,201	287
Prepaid expenses	2,374	2,371	2,260	1,465	972
Investments in Trifork Labs	—	—	56,106	—	—
Cash and cash equivalents	49,501	5,507	17,957	5,952	9,687
Total current assets	86,484	31,252	104,555	31,559	31,631
Total assets	209,628	126,767	229,109	122,065	96,271
Shareholders' equity and liabilities					
Share capital	1,562	1,562	1,562	1,562	1,553
Treasury shares	(516)	(479)	(524)	(1,250)	(733)
Retained earnings	81,721	58,497	81,043	57,121	43,184
Reserve for currency translation adjustments	(1,534)	(1,873)	(1,587)	(1,676)	(1,635)
Equity attributable to shareholders of Trifork					
Holding AG	81,233	57,707	80,494	55,757	42,369
Non-controlling interests	2,592	2,657	2,702	1,577	1,967
Total shareholders' equity	83,825	60,364	83,196	57,334	44,336
Non-current financial liabilities	61,618	28,725	66,879	25,988	20,513
Other non-current liabilities	6,216	3,247	6,119	1,223	704
Deferred tax liabilities	5,422	3,174	5,580	2,932	3,106
Total non-current liabilities	73,256	35,146	78,578	30,143	24,323
Current financial liabilities	24,563	13,681	40,297	14,977	11,344
Trade payables	5,887	3,895	4,754	5,774	3,650
Contract liabilities	4,382	3,689	4,015	2,492	3,440
Current tax liabilities	3,503	1,314	2,481	1,771	772
Other current liabilities	14,212	8,678	15,788	9,574	8,406
Total current liabilities	52,547	31,257	67,335	34,588	27,612
Total liabilities	125,803	66,403	145,913	64,731	51,935
Total shareholders' equity and liabilities	209,628	126,767	229,109	122,065	96,271

17.3 Selected consolidated cash flow statement

in EUR '000	As at 31 March (unaudited)		As at 31 December		
	2021	2020	2020	2019	2018
Net income	2,651	1,440	44,658	16,349	14,769
Adjustments for:					
Depreciation, amortization and impairment	2,790	2,161	10,567	7,402	3,940
Non-cash other operating income	(75)	3	(350)	(3,592)	(11)
Other financial result	583	(121)	640	(8)	102
Share of result from associated companies	—	—	(15)	24	(7)
Fair value adjustment of investments in Trifork Labs	(1,713)	—	(41,259)	(9,524)	(9,999)
Income taxes	1,012	485	2,384	1,394	1,261
Adjustment for other non-cash items	10	—	776	—	55
Changes in net working capital	(6,862)	717	3,680	(984)	(1,604)
Income taxes paid	(156)	(1,022)	(3,294)	(547)	(1,943)
Net cash flow from operating activities	(1,760)	3,663	17,787	10,514	6,563
Acquisition of Group companies, deferred purchase price payments	(216)	—	—	—	(1,118)
Acquisition of Group companies, net of cash acquired	—	(341)	(26,201)	—	(2,896)
Sale of Group companies, net of cash disposed	—	—	—	(59)	18
Purchase of intangible assets	(76)	(1,023)	(1,306)	(1,026)	(1,271)
Sale of intangible assets	150	—	—	—	—
Purchase of property, plant and equipment	(500)	(1,022)	(2,108)	(1,998)	(2,117)
Sale of property, plant and equipment	51	40	127	229	927
Purchase of associated companies	—	—	—	—	(3)
Sale of associated companies	—	—	—	40	104
Dividends received from associated companies	—	10	41	10	—
Purchase of investments in Trifork Labs	(712)	(1,864)	(2,678)	(1,098)	(515)
Sale of investments in Trifork Labs	57,872	280	728	—	5,714
Dividends received from investments in Trifork Labs	—	—	—	204	—
Loans granted	(182)	—	(357)	(1,225)	(474)
Repayment of loans granted	638	61	151	273	191
Interest received	53	25	87	90	82
Net cash flow from investing activities	57,078	(3,834)	(31,516)	(4,560)	(1,358)
Proceeds from borrowings	1,191	2,667	36,547	1,833	5,084
Repayment of borrowings	(21,312)	1,971	(1,511)	(3,108)	(2,337)
Payment of lease liabilities	(1,161)	(946)	(3,926)	(3,674)	—
Interest paid	(520)	(244)	(1,561)	(861)	(653)
Acquisition of non-controlling interests	(704)	—	—	(1,247)	—
Purchase of treasury shares	(5)	(42)	(7,283)	(593)	(1,550)
Sale of treasury shares	27	495	5,477	526	1,307
Dividends paid	(1,376)	(128)	(1,866)	(2,726)	(2,960)
Net cash flow from financing activities	(23,860)	(169)	25,877	(9,850)	(1,109)
Foreign exchange differences on cash and cash equivalents	86	(105)	(143)	161	(8)
Change in cash and cash equivalents	31,544	(445)	12,005	(3,735)	4,088
Cash and cash equivalents at the beginning of the period	17,957	5,952	5,952	9,687	5,599
Cash and cash equivalents at the beginning of the period	49,501	5,507	17,957	5,952	9,687

18 OPERATING AND FINANCIAL REVIEW

The following is a discussion of the Group's financial condition and results of operations and cash flows for the three months ended 31 March 2021 and 2020 and the years ended 31 December 2020, 2019 and 2018. This discussion should be read in conjunction with the Audited Consolidated Financial Statements and the Unaudited Consolidated Interim Financial Statements and the notes thereto included under "Financial Information", the Unaudited Pro Forma Financial Information and the information included under "Selected Historical Financial and Operating Information". For information on the basis of preparation of the financial statements, see "Presentation of Financial and Certain Other Information".

Some of the information contained in the following discussion contains forward-looking statements that are based on assumptions and estimates and are subject to risks and uncertainties. Investors should read the section entitled "Special Notice Regarding Forward-Looking Statements" for a discussion of the risks and uncertainties related to those statements. Investors should also read the section entitled "Risk Factors" for a discussion of certain factors that may affect the Group's business, results of operations, financial condition and prospects.

18.1 Overview

The Group is a next-gen IT and business service provider that strives to be at the forefront of technological innovation. The Group inspires and teaches customers about new technological possibilities, builds innovative software solutions and operates and maintains these solutions. Since its inception in 1996, Trifork has been motivated by pushing the boundaries of how new technologies and methods can be applied and developed into novel solutions that can enable its customers to become industry leaders. Trifork's ability to stay at the forefront of technology and to challenge status quo for customers is captured by Trifork's distinct go-to-market model. The Group's operating segments are organized under Trifork and Trifork Labs. Trifork's go-to-market model consists of three interrelated segments, each of which comprises an operating sub-segment under the Trifork segment for financial reporting purposes:

- Inspire: Inspire revenues accounted for 0.8% and 1.7% of the Group's Trifork segment revenues for the three months ended 31 March 2021 and the year ended 31 December 2020, respectively and (7.0)% and (9.0)% of the Group's Trifork segment earnings before financial items, tax, depreciation and amortization for the three months ended 31 March 2021 and the year ended 31 December 2020, respectively.
- Build: Build revenues accounted for 77.6% and 75.2% of the Group's Trifork segment revenues for the three months ended 31 March 2021 and the year ended 31 December 2020, respectively and 150.7% and 99.0% of the Group's Trifork segment earnings before financial items, tax, depreciation and amortization for the three months ended 31 March 2021 and the year ended 31 December 2020, respectively.
- Run: Run revenues accounted for 21.5% and 22.9% of the Group's Trifork segment revenues for the three months ended 31 March 2021 and the year ended 31 December 2020, respectively and 26.1% and 34.6% of the Group's Trifork segment earnings before financial items, tax, depreciation and amortization for the three months ended 31 March 2021 and the year ended 31 December 2020, respectively.

The Group delivers its services across three distinct verticals (FinTech, Digital Health and Smart Building) and three megatrend-driven horizontals (Smart Enterprise, Cyber Protection and Cloud Operation) with a focus on its Core Geographies which include Denmark, the Netherlands, the United Kingdom and Switzerland. The Group's business units are grouped into six clusters matching these business areas.

In the Trifork Labs segment, the Group founds and invests in new start-ups as a part of the Group's overall research and development strategy. The Group focuses on investments in: (1) software product companies that invent new technology, (2) companies building technology that can be a business driver for the Group and (3) companies that can be a strategic partner to the Group, both benefiting from the Group's services and helping the Group grow its service business. Once a particular start-up has demonstrated a revenue track record, the Group assists it in obtaining venture financing to facilitate future growth.

18.2 Non-IFRS Financial Measures and Other Key Performance Indicators

In assessing the performance of the Group's business, the Group considers a variety of financial and operating metrics, including certain financial measures that are not measures of financial performance under IFRS, as adopted by the IASB, and which constitute Alternative Performance Measures ("APMs"), including as defined in the European Securities and Market Authority Guidelines on Alternative Performance Measures dated 5 October 2015. These measures include adjusted revenue, adjusted revenue growth, organic revenue, organic revenue growth, Adjusted EBT, Adjusted EBT margin, EBIT, Adjusted EBIT Trifork Segment, EBITA,

Adjusted EBITA, Adjusted EBITA margin, Adjusted Trifork Segment EBITA, Adjusted Trifork Segment EBITA margin, EBITDA, Adjusted EBITDA, Adjusted EBITDA margin, Adjusted Trifork Segment EBITDA, Adjusted Trifork Segment EBITDA margin, Total Net Working Capital, Trade Working Capital and Cash Conversion. These measures are not measurements of the Group's operating performance under IFRS and should not be considered as substitutes to any measures of operating performance under IFRS. Non-IFRS financial measures are used by the Group's Executive Management, along with the most directly comparable IFRS financial measures, to monitor the underlying performance of the Group. Such measures may not be indicative of historical operating results, nor are such measures meant to be predictive of future results. The Group has presented these non-IFRS measures in this Offering Circular because it considers them an important supplemental measure of its performance and believes that they are widely used by investors in comparing performance between companies.

Not all companies calculate the non-IFRS financial measures in the same manner or on a consistent basis and, as a result, the non-IFRS measures presented in this Offering Circular may not be comparable to measures used by other companies under the same or similar names. The non-IFRS financial measures presented in this Offering Circular should not be considered in isolation from, or relied upon as a substitute for, revenue, net profit or other financial measures computed in accordance with IFRS.

A reconciliation of the financial APMs used in this Offering Circular to the nearest measure calculated in accordance with IFRS is included below as well as certain calculations of margin percentages.

18.2.1 Adjusted revenue / adjusted revenue growth (non-IFRS)

Adjusted revenue, as calculated by the Group, is defined as revenue adjusted for the impact of deconsolidations of subsidiaries related to the partial or complete sale of the Group's interest in such former subsidiaries. In 2019, these adjustments related to Container Solutions and Trifork Learning Solutions B.V., all of which were deconsolidated in 2019. Adjusted revenue growth represents the percentage change in the Group's adjusted revenue in the period presented compared to the respective prior period. Executive Management considers adjusted revenue and adjusted revenue growth to be useful measures in monitoring the underlying performance of the business because by excluding revenue associated with deconsolidated businesses, the measure reflects the operational performance and growth of the Group's continuing business units.

The following table provides a reconciliation of Group revenue to adjusted revenue for the periods presented:

	For the three months ended 31 March (unaudited)		For the years ended 31 December		
	2021	2020	2020	2019	2018
(in EUR '000, unless otherwise indicated)					
Revenue	39,415	28,529	115,358	106,428	86,508
Impact of deconsolidations	—	—	—	(5,035)	(6,238)
Adjusted Revenue (non-IFRS) (unaudited)	<u>39,415</u>	<u>28,529</u>	<u>115,358</u>	<u>101,393</u>	<u>80,270</u>
Adjusted Revenue Growth (non-IFRS) (unaudited)⁽¹⁾	38.2%		13.8%	26.3%	32.0%

(1) Comparable figures were not reported for the three months ended 31 March 2019 and accordingly, percentage growth is not presented for the three months ended 31 March 2020.

The following table provides a reconciliation of revenue to adjusted revenue, for the Inspire, Build and Run sub-segments over the periods presented:

	For the three months ended 31 March(unaudited)		For the years ended 31 December		
	2021	2020	2020	2019	2018
	(in EUR '000, unless otherwise indicated)				
<i>Inspire</i>					
Revenue	314	708	1,945	8,051	7,140
Impact of deconsolidations	—	—	—	—	—
Adjusted Revenue (non-IFRS) (unaudited)	314	708	1,945	8,051	7,140
Adjusted Revenue Growth (non-IFRS) (unaudited) ⁽¹⁾	(55.6)%		(75.8)%	12.8%	(3.4)%
<i>Build</i>					
Revenue	30,583	21,715	86,705	76,578	61,502
Impact of deconsolidations	—	—	—	(4,794)	(5,720)
Adjusted Revenue (non-IFRS) (unaudited)	30,583	21,715	86,705	71,784	55,782
Adjusted Revenue Growth (non-IFRS) (unaudited) ⁽¹⁾	40.8%		20.8%	28.7%	38.7%
<i>Run</i>					
Revenue	8,480	6,052	26,422	21,458	17,818
Impact of deconsolidations	—	—	—	(241)	(518)
Adjusted Revenue (non-IFRS) (unaudited)	8,480	6,052	26,422	21,217	17,300
Adjusted Revenue Growth (non-IFRS) (unaudited) ⁽¹⁾	40.1%		24.5%	22.6%	40.2%

(1) Comparable figures were not reported for the three months ended 31 March 2019 and accordingly, percentage growth is not presented for the three months ended 31 March 2020.

18.2.2 Organic revenue / organic revenue growth (non-IFRS)

Organic revenue, as calculated by the Group, is defined as revenue attributable to any entity with respect to which the Group has held more than 50% of the share capital for the preceding 12 month period and where the revenue from that entity has been fully consolidated in the Group's results for the full 12 month period. Organic revenue growth represents the percentage change in the Group's organic revenue in the period presented compared to the total revenue of the prior period. Executive Management considers organic revenue and organic revenue growth to be useful measures in monitoring the underlying performance of the business because by excluding revenue associated with acquired businesses, the measure reflects the operational performance and growth of the Group's existing business units.

The following table provides a reconciliation of Group revenue to organic revenue for the periods presented:

	For the three months ended 31 March (unaudited)		For the years ended 31 December		
	2021	2020	2020	2019	2018
	(in EUR '000, unless otherwise indicated)				
Revenue	39,415	28,529	115,358	106,428	86,508
Impact of acquisitions	(7,647)	(516)	(11,381)	(7,384)	(6,278)
Organic Revenue (non-IFRS) (unaudited)	31,768	28,013	103,977	99,044	80,230
Organic Revenue Growth (non-IFRS) (unaudited)⁽¹⁾	11.4%		(2.3)%	14.5%	24.3%

(1) Comparable figures were not reported for the three months ended 31 March 2019 and accordingly, percentage growth is not presented for the three months ended 31 March 2020.

The following table provides a reconciliation of revenue to organic revenue, for the Inspire, Build and Run sub-segments over the periods presented:

	For the three months ended 31 March (unaudited)		For the years ended 31 December		
	2021	2020	2020	2019	2018
	(in EUR '000, unless otherwise indicated)				
<i>Inspire</i>					
Revenue	314	708	1,945	8,051	7,140
Impact of acquisitions	—	—	—	—	—
Organic Revenue (non-IFRS) (unaudited)	314	708	1,945	8,051	7,140
Organic Revenue Growth (non-IFRS) (unaudited) ⁽¹⁾	(55.6)%		(75.8)%	12.8%	(3.4)%
<i>Build</i>					
Revenue	30,583	21,715	86,705	76,578	61,502
Impact of acquisitions	(7,640)	(315)	(10,598)	(7,384)	(6,278)
Organic Revenue (non-IFRS) (unaudited)	22,943	21,400	76,107	69,194	55,224
Organic Revenue Growth (non-IFRS) (unaudited) ⁽¹⁾	5.7%		(0.6)%	12.5%	26.6%
<i>Run</i>					
Revenue	8,480	6,052	26,422	21,458	17,818
Impact of acquisitions	(7)	(201)	(783)	—	—
Organic Revenue (non-IFRS) (unaudited)	8,473	5,851	25,639	21,458	17,818
Organic Revenue Growth (non-IFRS) (unaudited) ⁽¹⁾	40.0%		19.5%	20.4%	40.9%

(1) Comparable figures were not reported for the three months ended 31 March 2019 and accordingly, percentage growth is not presented for the three months ended 31 March 2020.

18.2.3 Adjusted EBT, Adjusted EBT margin (non-IFRS)

Adjusted EBT is defined as earnings before tax (EBT), adjusted to exclude costs relating to the preparation of the Group's initial public offering and costs incurred in connection with the Group's acquisition of Nine A/S. Executive Management considers Adjusted EBT to be a useful measure in monitoring the underlying profitability of the business because it excludes costs that the Executive Management considers not to be part of the Group's ordinary operations.

The following table provides a reconciliation of the Group's net income to Adjusted EBT for the periods presented:

	For the three months ended 31 March (unaudited)		For the years ended 31 December		
	2021	2020	2020	2019	2018
	(in EUR '000, unless otherwise indicated)				
Net income	2,651	1,440	44,658	16,349	14,769
Income tax expense	1,012	485	2,384	1,394	1,261
Earnings before taxes (EBT)	3,663	1,925	47,042	17,743	16,030
Offering-related costs ⁽¹⁾	1,792	124	852	270	—
Acquisition-related costs ⁽²⁾	—	—	103	—	—
Adjusted EBT (non-IFRS) (unaudited)	5,455	2,049	47,997	18,013	16,030
Adjusted EBT margin (non-IFRS) (unaudited)	13.8%	7.2%	41.6%	16.9%	18.5%

(1) Offering-related costs comprise costs related to external advisors, including consultants and legal advisors incurred in connection with the Offering.

(2) Acquisition-related costs comprise costs related to external advisors, including legal advisors in connection with the acquisition of Nine A/S.

18.2.4 EBIT, Adjusted EBIT Trifork Segment (non-IFRS)

Adjusted EBIT for the Trifork Segment is defined as earnings before interest expense (income) and tax (EBIT), adjusted to exclude other financial items, earnings before financial items and tax of the Trifork Labs segment and costs relating to the preparation of the Group's initial public offering and acquisitions. Executive Management considers the Adjusted Trifork Segment EBIT a to be useful indicators of the Group's total underlying operational and financial performance.

The following table provides a reconciliation of the Group's net income to earnings before financial items and tax for the periods presented:

	For the three months ended 31 March (unaudited)		For the years ended 31 December		
	2021	2020	2020	2019	2018
	(in EUR '000, unless otherwise indicated)				
Net income	2,651	1,440	44,658	16,349	14,769
Income tax expense	1,012	485	2,384	1,394	1,261
Interest	465	219	1,339	828	571
EBIT (Earning before interest and tax) (non-IFRS) (unaudited)	4,128	2,144	48,381	18,571	16,601
Fair value adjustments on investments in Trifork Labs	(1,713)	—	(41,259)	(9,524)	(9,999)
Share of results from associated companies	—	—	(15)	24	(7)
Other financial income (excluding interest income)	—	—	(795)	(322)	(740)
Other financial expenses (excluding interest expenses)	—	7	48	96	—
Result on foreign exchange	119	(347)	48	(610)	271
Earnings before financial items and tax	2,533	1,804	6,408	8,235	6,126

The following table provides a reconciliation of the Group's earnings before financial items and tax for the Trifork segment to Adjusted EBIT for the Trifork segment for the periods presented:

	For the three months ended 31 March (unaudited)		For the years ended 31 December		
	2021	2020	2020	2019	2018
	(in EUR '000, unless otherwise indicated)				
Earnings before financial items and tax	2,533	1,804	6,408	8,235	6,126
Earnings before financial items and tax Trifork Labs Segment	(552)	(131)	(2,238)	(562)	(940)
Earnings before financial items and tax Trifork segment	3,085	1,935	8,646	8,797	7,066
Offering-related costs attributable to the Trifork Segment ⁽¹⁾	1,792	124	852	270	—
Acquisition-related costs attributable to the Trifork Segment ⁽²⁾	—	—	103	—	—
Impairment of acquired intangible assets ⁽³⁾	—	—	535	—	—
Adjusted EBIT Trifork Segment (non-IFRS) (unaudited)	4,877	2,059	10,136	9,067	7,066

(1) Offering-related costs comprise costs related to external advisors, including consultants and legal advisors incurred in connection with the Offering.

(2) Acquisition-related costs comprise costs related to external advisors, including legal advisors in connection with the acquisition of Nine A/S.

(3) In 2020, the Group acquired intangible assets, and incurred a liabilities with respect to certain contingent consideration. The acquired assets were subsequently impaired after failing to live up to the business plan. The corresponding contingent liability was simultaneously released.

18.2.5 EBITA, Adjusted EBITA, Adjusted EBITA margin, Adjusted Trifork Segment EBITA, Adjusted Trifork Segment EBITA margin (non-IFRS)

EBITA is defined as earnings before interest expense (income), tax and amortization. Adjusted EBITA is defined as EBITA adjusted to exclude other financial items, impairment of intangibles, fair value adjustments on the Group's investments in Trifork Labs, the Group's share of results from associated companies, financial items, the impact of results from foreign exchange, and special items, including costs relating to the preparation of the Group's initial public offering and costs incurred in connection with the Group's acquisition of Nine A/S. The Group does not recognize revenue in respect of its Trifork Labs segment. Trifork Labs investments are accounted for as financial assets. Executive Management considers EBITA and Adjusted EBITA to be useful measures in monitoring the underlying performance of the business because by excluding tax, interest expense and amortization (and, in the case of Adjusted EBITA, the financial impact of the Trifork Labs investments and other financial assets and costs relating to the preparation of the Group's initial public offering and acquisitions, amongst other items as described above), the measure indicates the Group's operational performance. Adjusted EBITA margin is defined as Adjusted EBITA divided by total revenue from contracts with customers.

The following table provides a reconciliation of the Group's net income to EBITA, earnings before financial items, tax and amortization and Adjusted EBITA, for the periods presented:

	For the three months ended 31 March (unaudited)		For the years ended 31 December		
	2021	2020	2020	2019	2018
	(in EUR '000, unless otherwise indicated)				
Net income	2,651	1,440	44,658	16,349	14,769
Income tax expense	1,012	485	2,384	1,394	1,261
Interest	465	219	1,339	828	571
Amortization	965	708	3,094	1,993	1,962
EBITA (Earnings before interest, tax and amortization) (non-IFRS)	5,093	2,852	51,475	20,564	18,563
Impairment of intangibles	—	—	(753)	(176)	(68)
Fair value adjustments on investments in Trifork Labs	(1,713)	—	(41,259)	(9,524)	(9,999)
Share of results from associated companies	—	—	(15)	24	(7)
Other financial income (excluding interest income)	—	—	(795)	(322)	(740)
Other financial expenses (excluding interest expenses)	—	7	48	96	—
Result on foreign exchange	119	(347)	48	(610)	271
Earnings before financial items, tax and amortization	3,498	2,512	10,255	10,404	8,156
Offering-related costs ⁽¹⁾	1,792	124	852	270	—
Acquisition-related costs ⁽²⁾	—	—	103	—	—
Adjusted EBITA (non-IFRS) (unaudited)	5,290	2,636	11,210	10,674	8,156
Adjusted EBITA margin (non-IFRS) (unaudited)	13.4%	9.2%	9.7%	10.0%	9.4%

(1) Offering-related costs comprise costs related to external advisors, including consultants and legal advisors incurred in connection with the Offering.

(2) Acquisition-related costs comprise costs related to external advisors, including legal in connection with the acquisition of Nine A/S.

The Group also presents Adjusted EBITA and Adjusted EBITA margin for the Trifork segment. Adjusted Trifork Segment EBITA excludes Earnings before financial items and tax and amortization attributed to the Trifork Labs segment and costs relating to the preparation of the Group's initial public offering and acquisitions. Executive Management considers the Adjusted Trifork Segment EBITA and Adjusted Trifork Segment EBITA margin to be useful indicators of the Group's total underlying operational and financial performance.

The following table provides a reconciliation of the Group's EBITA to Adjusted EBITA for the Trifork segment, for the periods presented:

	For the three months ended 31 March (unaudited)		For the years ended 31 December		
	2021	2020	2020	2019	2018
	(in EUR '000, unless otherwise indicated)				
Earnings before financial items, tax and amortization	3,498	2,512	10,255	10,404	8,156
Earnings before financial items, tax and amortization Trifork Labs segment	(552)	(131)	(2,238)	(562)	(940)
Earnings before financial items, tax and amortization Trifork segment	4,050	2,643	12,493	10,966	9,096
Offering-related costs ⁽¹⁾	1,792	124	852	270	—
Acquisition-related costs ⁽²⁾	—	—	103	—	—
Adjusted EBITA Trifork Segment (non-IFRS) (unaudited)	5,842	2,767	13,448	11,236	9,096
Adjusted EBITA Trifork Segment margin (non-IFRS) (unaudited)	14.8%	9.7%	11.7%	10.6%	10.5%

(1) Offering-related costs comprise costs related to external advisors, including consultants and legal advisors incurred in connection with the Offering.

(2) Acquisition-related costs comprise costs related to external advisors, including legal advisors in connection with the acquisition of Nine A/S.

18.2.6 EBITDA, Adjusted EBITDA, Adjusted EBITDA margin, Adjusted Trifork Segment EBITDA, Adjusted Trifork Segment EBITDA margin (non-IFRS)

EBITDA is defined as earnings before interest expense (income), tax, depreciation and amortization. Adjusted EBITDA is defined as EBITDA adjusted to exclude other financial items, impairment of intangibles, fair value adjustments on the Group's investments in Trifork Labs, the Group's share of results from associated companies, financial items, the impact of results from foreign exchange, costs relating to the preparation of the Group's initial public offering and costs incurred in connection with the Group's acquisition of Nine A/S. The Group does not recognize revenue in respect of its Trifork Labs segment. Trifork Labs investments are accounted for as financial assets. Executive Management considers EBITDA and Adjusted EBITDA to be useful measures in monitoring the underlying performance of the business because by excluding depreciation in addition to tax, interest expense and amortization (and, in the case of Adjusted EBITDA, the financial impact of the Trifork Labs investments, other financial items, and costs relating to the preparation of the Group's initial public offering and acquisitions, amongst other items as described above), the measure indicates the Group's operational performance and is not impacted by the depreciation of fixed assets. Adjusted EBITDA margin is defined as Adjusted EBITDA divided by total revenue from contracts with customers.

The following table provides a reconciliation of the Group's net income to EBITDA, earnings before financial items, tax, depreciation and amortization and Adjusted EBITDA, for the periods presented:

	For the three months ended 31 March (unaudited)		For the years ended 31 December		
	2021	2020	2020	2019	2018
	(in EUR '000, unless otherwise indicated)				
Net income	2,651	1,440	44,658	16,349	14,769
Income tax expense	1,012	485	2,384	1,394	1,261
Interest	465	219	1,339	828	571
Depreciation	1,825	1,453	6,720	5,233	1,910
Amortization	965	708	3,094	1,993	1,962
EBITDA (Earnings before interest, tax, depreciation and amortization) (non-IFRS) (unaudited)	<u>6,918</u>	<u>4,305</u>	<u>58,195</u>	<u>25,797</u>	<u>20,473</u>
Impairment of intangibles	—	—	(753)	(176)	(68)
Fair value adjustments on investments in Trifork Labs	(1,713)	—	(41,259)	(9,524)	(9,999)
Share of results from associated companies	—	—	(15)	24	(7)
Other financial income (excluding interest income)	—	—	(795)	(322)	(740)
Other financial expenses (excluding interest expenses)	—	7	48	96	—
Result on foreign exchange	119	(347)	48	(610)	271
Earnings before financial items, tax, depreciation and amortization	<u>5,323</u>	<u>3,965</u>	<u>16,975</u>	<u>15,637</u>	<u>10,066</u>
Offering-related costs ⁽¹⁾	1,792	124	852	270	—
Acquisition-related costs ⁽²⁾	—	—	103	—	—
Adjusted EBITDA (non-IFRS) (unaudited)	<u>7,115</u>	<u>4,089</u>	<u>17,930</u>	<u>15,907</u>	<u>10,066</u>
Adjusted EBITDA margin (non-IFRS) (unaudited)	18.1%	14.3%	15.5%	14.9%	11.6%

(1) Offering-related costs comprise costs related to external advisors, including consultants and legal advisors incurred in connection with the Offering.

(2) Acquisition-related costs comprise costs related to external advisors, including legal advisors in connection with the acquisition of Nine A/S.

The Group also presents Adjusted EBITDA and Adjusted EBITDA margin for the Trifork segment. Adjusted Trifork Segment EBITDA excludes earnings before financial items and tax, depreciation and amortization attributed to Trifork Labs segment and costs relating to the preparation of the Group's initial public offering and acquisitions. Executive Management considers the Adjusted Trifork Segment EBITDA and Adjusted Trifork Segment EBITDA margin to be useful indicators of the Group's total underlying operational and financial performance.

The following table provides a reconciliation of the Group's earnings before financial items, tax, depreciation and amortization to Adjusted EBITDA for the Trifork segment, for the periods presented:

	For the three months ended 31 March (unaudited)		For the years ended 31 December		
	2021	2020	2020	2019	2018
	(in EUR '000, unless otherwise indicated)				
Earnings before financial items, tax, depreciation and amortization	<u>5,323</u>	<u>3,965</u>	<u>16,975</u>	<u>15,637</u>	<u>10,066</u>
Earnings before financial items, tax, depreciation and amortization Trifork Labs segment	(552)	(131)	(2,238)	(562)	(635)
Earnings before financial items, tax, depreciation and amortization Trifork Segment	<u>5,875</u>	<u>4,096</u>	<u>19,213</u>	<u>16,199</u>	<u>10,701</u>
Offering related costs ⁽¹⁾	1,792	124	852	270	—
Acquisition related costs ⁽²⁾	—	—	103	—	—
Adjusted EBITDA Trifork Segment (non-IFRS) (unaudited)	<u>7,667</u>	<u>4,220</u>	<u>20,168</u>	<u>16,469</u>	<u>10,701</u>
Adjusted EBITDA Trifork Segment margin (non-IFRS) (unaudited)	19.5%	14.8%	17.5%	15.5%	12.4%

(1) Offering-related costs comprise costs related to external advisors, including consultants and legal advisors incurred in connection with the Offering.

(2) Acquisition-related costs comprise costs related to external advisors, including legal advisors in connection with the acquisition of Nine A/S.

The following table provides a reconciliation of the Group's Trifork segment earnings before financial items, tax, depreciation and amortization to Adjusted EBITDA for the Trifork sub-segments, for the periods presented:

	For the three months ended 31 March (unaudited)		For the years ended 31 December		
	2021	2020	2020	2019	2018
	(in EUR '000, unless otherwise indicated)				
<i>Inspire</i>					
Earnings before financial items, tax, depreciation and amortization attributable to Inspire	(370)	(516)	(1,522)	(287)	346
Offering related costs attributable to Inspire ⁽¹⁾	—	—	—	—	—
Acquisition related costs attributable to Inspire ⁽²⁾	—	—	—	—	—
Adjusted EBITDA Trifork Segment Inspire (non-IFRS) (unaudited)	(370)	(516)	(1,522)	(287)	346
Adjusted EBITDA Trifork Segment Inspire margin (non-IFRS) (unaudited)	(117.8)%	(72.9)%	(78.3)%	(3.6)%	4.8%
<i>Build</i>					
Earnings before financial items, tax, depreciation and amortization attributable to Build	8,022	4,750	16,810	12,516	6,940
Offering related costs attributable to Build ⁽¹⁾	—	—	—	—	—
Acquisition related costs attributable to Build ⁽²⁾	—	—	103	—	—
Adjusted EBITDA Trifork Segment Build(non-IFRS) (unaudited)	8,022	4,750	16,913	12,516	6,940
Adjusted EBITDA Trifork Segment Build margin (non-IFRS) (unaudited)	26.2%	21.9%	19.5%	16.3%	11.3%
<i>Run</i>					
Earnings before financial items, tax, depreciation and amortization attributable to Run	1,391	949	5,866	5,872	4,287
Offering related costs attributable to Run ⁽¹⁾	—	—	—	—	—
Acquisition related costs attributable to Run ⁽²⁾	—	—	—	—	—
Adjusted EBITDA Trifork Segment Run (non-IFRS) (unaudited)	1,391	949	5,866	5,872	4,287
Adjusted EBITDA Trifork Segment Run margin (non-IFRS) (unaudited)	16.4%	15.7%	22.2%	27.4%	24.1%
<i>Other</i>					
Earnings before financial items, tax, depreciation and amortization attributable to Other	(3,168)	(1,087)	(1,941)	(1,902)	(872)
Offering related costs attributable to Other ⁽¹⁾	1,792	124	852	270	—
Acquisition related costs attributable to Other ⁽²⁾	—	—	—	—	—
Adjusted EBITDA Trifork Segment Other (non-IFRS) (unaudited)	(1,376)	(963)	(1,089)	(1,632)	(872)

(1) Offering-related costs comprise costs related to external advisors, including consultants and legal advisors incurred in connection with the Offering.

(2) Acquisition-related costs comprise costs related to external advisors, including legal advisors in connection with the acquisition of Nine A/S.

18.2.7 Cash Conversion

The Group defines Cash Conversion as Adjusted Trifork Segment EBITDA less capital expenditures (excluding M&A) divided by Adjusted Trifork Segment EBITDA. Executive Management considers Cash Conversion to be useful measure in monitoring the working capital and liquidity of the Group.

The following table provides a reconciliation of the Group's Adjusted Trifork Segment EBITDA to Cash Conversion, for the periods presented:

	As at 31 December		
	2020	2019	2018
	(in EUR '000 unless otherwise noted, unaudited)		
Adjusted EBITDA Trifork Segment (non-IFRS) (unaudited)	20,168	16,469	10,701
Capital expenditures (excluding M&A) ⁽¹⁾	3,414	3,024	3,388
Cash Conversion	83.1%	81.6%	68.3%

(1) Capital expenditures including purchase of property, plant and equipment, purchase of intangible assets; excluding capital expenditures relating to acquisitions.

18.2.8 Total Net Working Capital, Trade Working Capital

The Group defines its Trade Working Capital as comprising trade receivables, trade payables, contract assets and contract liabilities. The Group defines its Total Net Working Capital as its Trade Working Capital plus its other working capital, including prepaid expenses, other current receivables and other current liabilities. Executive Management considers Total Net Working Capital and Trade Working Capital to be useful measure in monitoring the working capital of the Group.

The Group's reconciliation of total net working capital as at 31 December 2020, 2019 and 2018 is shown in the table below:

	As at 31 December		
	2020	2019	2018
	(in EUR '000)		
Trade receivables	25,226	20,236	18,094
Trade payables	(4,754)	(5,774)	(3,650)
Contract assets	2,107	2,186	2,590
Contract liabilities	(4,015)	(2,492)	(3,440)
Trade working capital	18,564	14,156	13,594
Prepaid expenses	2,260	1,465	972
Other current receivables	559	1,201	288
Other current liabilities	(15,788)	(9,574)	(8,406)
Other working capital	(12,969)	(6,908)	(7,146)
Total net working capital	5,595	7,248	6,448

18.3 Order Backlog

The Group's order backlog includes the revenue expected to be earned over the next six to twelve months by the Build and Run sub-segments with respect to software that is expected to be developed that is not yet delivered to the customer. The Group monitors its order backlog as it provides useful trend information and revenue visibility. The Group's order backlog comprises recurring revenue (revenue expected to be derived from licenses and royalties, operations and support agreements and long-term development contracts covering periods longer than twelve months), repeat revenue (revenue expected to be derived from customers with whom Trifork has had regular commercial dealings over more than two years, regardless of whether product development is expected to be completed within twelve months) and other sources of expected revenue (including regular conferences and events, new revenue that is expected to be one-off in nature, and customer product development for new customers).

Each business unit within the Group updates their respective order backlog on all Build and Run activities on a monthly basis. Revenue visibility based on the order backlog fluctuates between the different business units, as units with a large proportion of recurring revenues (typically in the Run sub-segment) are able to identify and plan for a larger proportion of their future deliverables and revenue and have revenue visibility up to twelve months in advance, while units primarily performing Build activities frequently have visibility only over a three to six month period, in line with the Group's practice of progressing software development in "sprints". A certain portion of expected future revenues is regularly excluded from the order backlog as such deliverables, and the related staffing, are only agreed upon one to three months prior to delivery. In addition, each of the Group's business units has its own pipelines and anticipated opportunities for customer product development,

including work that is expected to replace or extend an existing and on-going engagement but for which no resources have yet been finally agreed and allocated. Such work and the expected revenues corresponding thereto are not included in the Group's order backlog. The Group's backlog of unfilled orders is subject to unexpected adjustments and cancellations and is, therefore, not a fully accurate indicator of its future revenue or earnings.

The information on revenue visibility constitutes forward-looking statements. Forward-looking statements are not guarantees of future financial performance and the Group's actual future revenues could differ materially from that expressed or implied by such forward-looking statements as a result of many factors, including those described under "*Special Notice Regarding Forward-Looking Statements*" and "*Risk Factors—The Group's order backlog is subject to certain assumptions and estimates and expected revenue may not be realized in full.*"

18.4 Principal Factors Affecting the Group's Results of Operations

The Group's business, financial condition and results of operations have been affected in the years under review, and are expected to continue to be affected, by certain principal factors and development relating to its business, including, in particular: the Covid-19 pandemic, general macro-economic conditions and developments; trends within the IT industry and the industries of the Group's customers; margins; acquisitions; and ability to win and renew customer contracts.

Prospective investors should also read the sections entitled "Risk Factors", "Industry" and "Business" for further information relating to factors that could materially affect, directly or indirectly, the Group's business, financial condition and results of operations in the future.

18.4.1 Covid-19 pandemic

The Covid-19 pandemic and related counter-measures and restrictions imposed by governments (in the Group's Core Geographies and the geographies elsewhere) including, without limitation, business closures, restrictions on non-essential business activities, travel restrictions, quarantines and cancellations of gatherings and events have materially impacted how the Group conducts its business and have affected its results of operations and financial condition. In particular, the Covid-19 pandemic has predominantly impacted the Group in the following ways: (1) physical GOTO conferences have been postponed and/or replaced by online events; (2) virtual conferences and other forms of virtual business development have been expanded (for example, through the increasing use of virtual book clubs and the Group's YouTube channel); (3) customers have put new software development activities on hold and (4) the Group has experienced reduced cash flows from operating activities, thereby requiring the Group to undertake measures to conserve liquidity.

The Group's Inspire sub-segment was particularly affected by the Covid-19 pandemic. Revenue decreased by EUR 6,106 thousand in 2020 as compared to 2019 for the Inspire sub-segment as physical GOTO conferences could not be held and customers were willing to pay less for virtual conferences than for in-person events. The Group incurred costs associated with the cancellation of agreements with venues that had been entered into prior to the onset of the pandemic and, in addition, it was exposed to certain fixed costs (for example, fixed rental expense in connection with the Group's CodeNode event space in London) which could not be avoided entirely. Finally, the Group made certain investments in the course of GOTO's pivot to virtual means of inspiring the Group's customers and the broader software development community, including in respect of the GOTO YouTube channel, the GOTO book club, and virtual hosting software.

The Group's Build and Run sub-segments were also impacted by the Covid-19 pandemic as certain temporary discounts were provided early on in the pandemic that had the effect of reducing the Group's revenue in both sub-segments, particularly in the second quarter of 2020. The Build sub-segment has also been affected by customers opting to defer product development activities, primarily during the early months of the Covid-19 pandemic.

At the same time, the Covid-19 pandemic has created opportunities for the Group. For example, the Digital Health business area has seen, and is expected to continue to see, significant growth as demand for digitalization rises, in part as a result of necessity in light of government countermeasures adopted in response to the Covid-19 pandemic. The Group developed a telemedicine solution in Denmark within a few weeks of the outbreak in Denmark of Covid-19, which enabled doctors and patients to continue consultations online through the MyDoctor application. Similarly, public sector activity has also increased in the Group's Smart Enterprise business area. Existing trends towards digitalization, and in particular the demand for next-gen technologies, continue to drive demand for the Group's services and solutions, notwithstanding the impact of the Covid-19 pandemic. See "*Trends within the IT industry and the industries in which the Group's customers operate.*"

The GOTO YouTube channel has proved a particularly strong platform during the Covid-19 pandemic. From 1 January 2020 to 31 March 2021 the number of subscribers increased by more than 50% to over 215,000 subscribers and the Group has been able to build upon and strengthen its connection with over 1,000 thought leaders. The GOTO Youtube channel has given the Group better visibility on the topics that generate the most viewer engagement, as well as other useful data analytics, as the videos made available through the channel have received over 20 million views as of 31 March 2021.

18.4.2 General macro-economic conditions and developments

The Group's business, financial condition and results of operations depends on the general level of IT spending by the Group's existing and potential customers, which is in turn influenced by general economic conditions and developments in the countries in which the Group operates. Many of the Group's customers are international companies with global operations. Macro-economic trends, conditions and developments may therefore influence the Group's customers, and, in turn, affect demand for the Group's services and solutions and the pricing it is able to agree in respect of such services and solutions.

The Group considers Western Europe as its primary market with Denmark, the Netherlands, Switzerland and the United Kingdom constituting the Group's four Core Geographies. The Group also conducts operations in Germany, Oman, Spain, Sweden, the United Arab Emirates and the United States (Sweden and the United States are the Group's largest markets outside of its Core Geographies). Adverse changes in the general economic conditions in Western Europe, and in particular in the Group's Core Geographies, and high volatility in such markets may affect the Group's business, financial position and results of operations. Volatile, negative or uncertain economic conditions in the Group's customers' markets including, for example, due to the ongoing Covid-19 pandemic discussed above, have in the past undermined, and could in the future undermine, business confidence and cause customers to reduce or defer their spending on new initiatives and technologies, or may result in customers reducing, delaying or eliminating spending under existing contracts.

As a service provider to certain public sector customers, the Group is also impacted by financial, budgetary, regulatory or political constraints, or changes in government policy and public spending constraints, which could have a significant impact on the size, scope, timing and duration of contracts and orders placed by them and, therefore, on the level of business that the Group will derive from such customers.

18.4.3 Trends within the IT industry and the industries in which the Group's customers operate

General trends within the IT industry and, in particular, the next-gen technology market can affect the level of demand for IT services and the relative positioning of the Group's strengths and capabilities, and, accordingly, may affect the business, results of operations and financial position of the Group. As technology has developed and become more sophisticated, digitization has increasingly become a top priority across economic sectors (including in the Fintech, Digital Health and Smart Building verticals in which the Group is most active). Despite certain reductions in customer spending over the last year as a result of the Covid-19 pandemic, a number of critical trends are expected to affect the market going forward across a wide range of industries by creating large opportunities in the era of the digital enterprise, including, for example, in cybersecurity and digital health, which has increased demand for the Group's services and solutions. The IT industry remains highly competitive, however, and the Group will continue to be affected by developments within the industry as the Group and its competitors advance new technologies and new applications of existing technologies.

One of the most consistent trends in the IT industry in recent years has been a structural shift as customer focus moves from solutions that merely support existing processes and systems, to solutions that differentiate and transform the ways in which organizations operate. The Group's customers increasingly view IT as an integral part of their corporate strategy, and spending has shifted from low-value-added services such as enterprise resource planning to high-value-added services and next-gen technologies that are innovative and disruptive, with the potential to impact the entire supply and value chain. The Group's key horizontals, Smart Enterprise, Cyber Protection and Cloud Operations, have been built upon this demand as legacy technology and ageing core systems are replaced with more innovative, agile solutions.

While customers increasingly view IT as an integral part of their corporate strategy, the Group's customers have also increased their focus on cost effectiveness, leading to pricing pressure. The Group aims to foster long-lasting customer relationships and maintain such relationships throughout the software development journey, as opposed to simply delivering a product and handing it over for the customer to operate and maintain. The Group's go-to-market model supports this focus as the Group aims to be a modern software solution provider and not a project-based solution provider, and to compete on quality and functionality rather than price. Nevertheless, pricing pressure remains, in particular in respect of the Group's contracts with public sector

customers where the dynamics associated with public tender requirements require that the Group submits price-competitive bids.

18.4.4 Margins

The following table sets forth EBITDA and EBT for the periods presented on a Group and operating segment basis:

	For the three months ended 31 March (unaudited)		For the years ended 31 December		
	2021	2020	2020	2019	2018
	(in EUR '000, unless otherwise indicated)				
Group					
Adjusted EBITDA (non-IFRS) (unaudited) ⁽¹⁾	7,115	4,089	17,930	15,907	10,066
EBT	3,663	1,925	47,042	17,743	16,030
Trifork Segment					
Adjusted EBITDA (non-IFRS) (unaudited) ⁽¹⁾	7,667	4,220	20,168	16,469	10,701
Earnings before financial items, tax, depreciation and amortization	5,875	4,096	19,213	16,199	10,701
<i>Inspire</i>	(370)	(516)	(1,522)	(287)	346
<i>Build</i>	8,022	4,750	16,810	12,516	6,940
<i>Run</i>	1,391	949	5,866	5,872	4,287
<i>Other</i>	(3,168)	(1,087)	(1,941)	(1,902)	(872)
EBT	2,449	2,023	7,884	8,706	6,271
Trifork Labs Segment					
Earnings before financial items, tax, depreciation and amortization	(552)	(131)	(2,238)	(562)	(635)
EBT	1,214	(98)	39,158	9,037	9,759

(1) Represents a non-IFRS measure. For a reconciliation of this non-IFRS measure to the nearest IFRS measure, see “—Non-IFRS Financial Measures and Other Key Performance Indicators,” above.

The following table sets forth the EBITDA margin and EBT margin for the periods presented on a Group and operating segment basis:

	For the three months ended 31 March (unaudited)		For the years ended 31 December (unaudited)		
	2021	2020	2020	2019	2018
	(%)				
Group					
Adjusted EBITDA margin (non-IFRS) ⁽¹⁾	18.1	14.3	15.5	15.0	11.6
EBT margin	9.3	6.7	40.7	16.7	18.5
Trifork Segment					
Adjusted EBITDA margin (non-IFRS) ⁽¹⁾	19.5	14.8	17.5	15.5	12.4
Earnings before financial items, tax, depreciation and amortization margin (non-IFRS) ⁽¹⁾	14.8	14.3	16.5	15.2	12.2
<i>Inspire</i>	(117.8)	(72.9)	(78.3)	(3.6)	4.8
<i>Build</i>	26.2	21.9	19.4	16.3	11.3
<i>Run</i>	16.4	15.7	22.2	27.4	24.1
<i>Other</i>	(1,568.3)	(587.6)	(166.8)	(212.8)	(88.2)
EBT margin	6.2	7.1	6.8	8.2	7.3
Trifork Labs Segment					
Earnings before financial items, tax, depreciation and amortization margin (non-IFRS) ⁽¹⁾	n/a	n/a	n/a	n/a	n/a
EBT margin	n/a	n/a	n/a	n/a	n/a

(1) Represents a non-IFRS measure. For a reconciliation of this non-IFRS measure to the nearest IFRS measure, see “—Non-IFRS Financial Measures and Other Key Performance Indicators,” above.

Historically, the Group’s margins in the “run” phase of continuous development and ongoing operational support have been higher than those in the “inspire” or “build” phases of new software development. This is a result of the dynamics inherent in product development, in which customers (and in particular, new customers) tend to prefer a relatively low initial investment in the development of an unproven IT solution or system. It is

the Group's experience that when a solution has been demonstrated and implemented, the dynamics change and the Group is able to obtain more favorable pricing, particularly as the value of the Group's services become evident over time. In addition, a number of continuous development and operations-related tasks can typically be efficiently conducted in parallel as many activities will have some overlap in the nature of the tasks to be performed, as compared with individualized product development activities that are more resource-intensive, more customer-specific, and correspondingly less efficient. The Group's Run business tends to be critical for the Group's customers' businesses. Accordingly, in case of, for example, budget cuts due to economic conditions, the Group's customers are more likely to defer or cancel discretionary, short-term development contracts over continuous development and operations contracts. By nurturing customer relationships and by consistently delivering strong solutions, the Group has succeeded in establishing a strong financial track record of revenue and margin growth, attributable primarily to an increasing focus on the Run segment and in particular an increase in recurring revenue (revenue expected to be derived from licenses and royalties, operations and support agreements and long-term development contracts covering periods longer than twelve months).

In addition, hardware sales are an integral part of some customer engagements within the Run sub-segment. The Group typically earns low margins on such deliveries but the delivered hardware components, as an integral part of one or more product solutions, generally serve as the basis for recurring revenue over the longer term.

During the periods under review, the Group has been able to improve its Adjusted EBITDA margin from 11.6% in 2018 to 15.5% in 2020. The margin improvement was due to the Group's revenue growth increasing relative to its cost of services (which include staff costs and expenses), primarily in its Build and Run sub-segments.

18.4.5 The Group's ability to win and renew customer contracts

The Group is focused both on winning new customers and retaining existing customer relationship, and the Group's ability to successfully build its customer base is a key factor affecting net sales and profitability. The Group has a large number of long-standing relationships with a diverse base of blue-chip customers across all of the Group's vertical and horizontal business areas within both the private and public sectors. In 2020, approximately three quarters of revenue was attributable to private sector customers while approximately one quarter was attributable to public sector customers, which the Executive Management expects to shift to approximately 65% to 70% of revenues attributable to private sector customers and 30% to 35% attributable to public sector customers in 2021. The Group's customer base is broad and geographically diversified, mirroring the geographic spread and the vertical and horizontal business areas in which the Group operates. The Group's go-to-market model is designed to maintain the Group's relationship with its customers throughout each phase in the cycle of software development, from innovation and ideation through implementation and ongoing operational support. The Group seeks to maintain a close relationship with its customers and to secure continued revenue streams through continuous product development and operational support in the Run phase with respect to the solutions previously built and delivered to the customer during the "build" phase. Together the three segments of the go-to-market model provide a value proposition and enable repeat customers and recurring revenue. The Group's capabilities and solutions, together with its market reputation, have resulted in low customer churn, which has in turn allowed for increased visibility with respect to future revenue streams.

New customer contracts have been one of the primary drivers of increased profitability during the period under review. Even though quality of service, leadership, and technical skills and capabilities influence customers' decisions, price continues to be an important factor for many of the Group's customers. In cases of public procurement, for example in the Group's Digital Health business area, a customers' decisions may be subject to procurement rules, including the 2014 EU Procurement Directive, that may restrict the basis on which a customer may evaluate tenders and decide to award a contract. Even outside of public procurement, the Group's contracts are often subject to competitive bidding. The Group's expertise in analyzing opportunities for new business and preparing complex tender packages has enhanced its ability to win new customer contracts, and the Group's ability to win competitively awarded contracts is therefore a factor affecting its net sales and profitability. Inability to win competitively awarded contracts may result in an under-utilization of the Group's workforce, adversely impacting the Group's profitability. In addition, the Group expends significant time and expense in order to prepare bids and participate in bidding processes, which has a direct impact on its costs.

18.4.6 Acquisitions and divestitures

The Group's strategy is that its future growth should primarily be organic. Nevertheless, the Group has historically supported organic growth through selected acquisitions and expects to continue to pursue new acquisitions on a targeted basis in order to expand and enhance its capabilities and to support its go-to-market

model. The Group may also seek to use acquisitions as a means to acquire or expand presence in strategic geographies. Such acquisitions are likely to continue to affect the business, financial position and results of operations of the Group.

The table below presents a list of the acquisitions that the Group has completed since 2018, including the percentage of current ownership, the year of acquisition and the strategic rationale for the acquisition:

<u>Acquisition</u>	<u>Ownership as at 30 April 2021</u>	<u>Year of acquisition</u>	<u>Strategic rationale</u>
Testhuset A/S ⁽¹⁾	70.0%	2018	Acquisition of expertise in test automation to improve usability, robustness and performance of software solutions.
Invokers A/S (now Trifork Smart Enterprise A/S)	100.0%	2018	Strengthen the delivery of innovative and user-friendly software solutions, in particular mobile solutions, to the Group's customers seeking SAP and other enterprise solutions.
MM Technologies ApS (now Trifork Smart Device ApS)	70.0%	2020	Acquire competency in the development of hardware devices for the monitoring and integration of data, in particular for the Group's Smart Building business area.
SAPBASIS ApS	50.1%	2020	Expand the range of services offered to the Group's SAP customers to include SAP operations and technical consultancy services.
Nine A/S	70.0%	2020	Strengthen and anchor the Group's role as a provider of software development services to the Danish public sector; increase the diversity of the Group's customer and revenue mix.
Vilea GmbH	100.0%	2021	Strengthen the Group's position in the Smart Enterprise business area in Switzerland delivering enterprise applications to large Swiss companies.

(1) Ownership subsequently increased to 75.1% as of 7 May 2021

The Group seeks to mitigate the risks to the Group and improve the likelihood of successful integration and growth with respect to any individual acquisition by completing acquisitions in several steps. The Group prefers to take a majority stake in, but not total ownership of, its acquisition targets, typically acquiring between 50.1% and 70.0% of any individual target in the first instance. This strategy permits the Group to consolidate such targets and to control the intellectual property and specialized capabilities of each target company whilst ensuring that the existing owners (typically, the founders) of such companies remain engaged and motivated to drive the success of the target business even after the Group's acquisition. Upon the Group's acquisition of a majority stake, a tailored integration process is initiated whereby the target company is gradually assimilated into the Group's setup and culture. Depending on the specific target, its operations are either merged into the Group's existing business units or established as one or more new business units. The pace of integration is determined by the acquisition rationale, nature of the target and general transaction structure, with some targets immediately rebranded as Trifork companies and others retaining their separate brand and identity for a number of years following their acquisition. The integration process generally takes place over a two to three year period, following which the Group may or may not ultimately seek to acquire a 100.0% stake in any given acquisition target.

With respect to each of the Group's acquisitions, the Group typically seeks to negotiate a call option over that portion of the equity ownership it does not initially acquire: as of 31 March 2021, the Group had call options with respect to the outstanding non-controlling interests in each of Netic, Erlang Solutions, Testhuset, Trifork Smart Device ApS, SAPBASIS, Duckwise ApS and Nine. As of the most recent practicable date, the Group has estimated that the aggregate redemption value of all such call options is EUR 35,883 thousand. In addition, the Group occasionally agrees to provide the sellers of a target business with put options in respect of their

minority stakes in the acquired business. Typically, the Group is able to negotiate such that these put options are priced 5-15% lower than the corresponding call options. Liabilities from put options are measured at the present value of the redemption amount. These financial liabilities are re-measured annually and the resulting differences are recorded in retained earnings. Earn-outs, if agreed, are similarly accounted for in the Group's balance sheet as financial liabilities. As of 31 March 2021, put options were outstanding in respect of Netic, Testhuset, and Nine, and the aggregate reported redemption value of all such put options (EUR 24,247 thousand) was less than the aggregate redemption value of the Group's call options at such date with respect to the corresponding minority interests in such acquired businesses.

In addition to acquisitions, certain divestments have impacted the Group's results of operations from time to time. In particular, the Group's earnings in the Trifork segment were positively impacted in 2019 by the deconsolidation of two subsidiaries, principally, Container Solutions (in which Trifork Labs still held a 24% stake on 31 March 2021), and Trifork Learning B.V. (accounting for EUR 3,219 thousand gains from disposal of Group companies), due to fair value adjustments made upon the sale of such subsidiaries as the fair value of such subsidiaries was increased to reflect the agreed-upon sale price. Similarly, the Group's earnings in the Trifork labs segment were positively impacted in 2020 as the transaction price for Trifork Labs' sale of its stake in Humio was negotiated and agreed in December 2020 and reflected in the fair value adjustments for Trifork Labs in 2020 (accounting for EUR 37,846 thousand of unrealized fair value adjustment). Humio was subsequently sold in March 2021.

18.4.6.1 Non-Controlling Interests

A share of the Group's profits is allocated to non-controlling interests where the Group has not acquired a present ownership interest in these interests. The following table sets forth the Group's net profit attributable to non-controlling interests, for the periods indicated.

Acquired Business	Non-controlling interests as of 31 March 2021 (%)	Net income attributable to non-controlling interests	
		For the three months ended 31 March 2021	For the year ended 31 December 2020
		(in EUR '000)	
Netic A/S	12.0	43	203
Nine A/S	30.0	286	368
Testhuset A/S ⁽¹⁾	30.0	51	(31)
Erlang Solutions Ltd. ⁽²⁾	44.3	272	328
SAPBASIS ApS	49.9	134	187
Trifork Smart Device ApS	30.0	(12)	18
Dawn Health ApS	49.4	87	300
Duckwise ApS ⁽³⁾	25.0	15	69
Total		878	1,442

(1) Non-controlling interests subsequently reduced to 24.9% as of 7 May 2021.

(2) Non-controlling interests subsequently reduced to 33.7% as of 6 May 2021.

(3) Non-controlling interests subsequently reduced to 0% as of 6 May 2021.

18.4.6.2 Acquisition of Nine A/S

On 2 September 2020, the Company's subsidiary Trifork A/S entered into a share purchase agreement to acquire 70% of the shares of the Danish IT services company, Nine A/S, for aggregate consideration of DKK 254.1 million (EUR 35.1 million). The transaction was closed simultaneously. The aggregate consideration was paid partly in cash and partly in the form of 191,000 shares in the Company. As at the date of this Offering Circular, Nine A/S's existing management team continues to hold the remaining 30% of the shares of Nine A/S through 9 Holding ApS.

Results for Nine A/S are fully consolidated in the Group's Audited Consolidated Financial Statements as at 31 December 2020 and for the period 2 September 2020 to 31 December 2020. Investors are cautioned that no stand-alone historical financial statements for Nine A/S are included or incorporated by reference into this Offering Circular and, accordingly, no stand-alone commentary on Nine A/S' results of operations has been included in this Operating and Financial Review.

The consolidation of Nine A/S affects, in particular, the following comparison of results for the Group for the three months ended 31 March 2021 and 31 March 2020, as Nine A/S was fully consolidated throughout the

first quarter of 2021 (but was not consolidated for any portion of the first quarter of 2020), and, as such, the results for Nine A/S constitute a part of the period-over-period growth. The consolidation of Nine A/S also affects the following comparison of results for the Group for the years ended 31 December 2020 and 31 December 2019, as Nine A/S was consolidated at 31 December 2020 and for the period 2 September 2020 to 31 December 2020 in the Group's Audited Consolidated Financial Statements (but was not consolidated for any portion of 2019).

In respect of the activities and operational performance of Nine A/S in the context of any investment in the Company, the following information is included in this Offering Circular:

- the consolidated statement of Financial Position for the Group as at 31 December 2020 in which Nine A/S has been fully consolidated;
- the Unaudited Consolidated Interim Financial Statements, in which Nine A/S is fully consolidated as at and for the three months ended 31 March 2021;
- the fair value of the identified assets and liabilities, purchase price allocation, revenue and result before tax of Nine A/S for the period 2 September 2020 to 31 December 2020, Nine A/S' contribution to revenues and result before tax assuming the Company had acquired Nine A/S as at 1 January 2020, and other disclosures related to the Company's acquisition as reflected in Note 4.1 to the Group's Audited Consolidated Financial Statements included in this Offering Circular;
- the Unaudited Pro Forma Financial Information, as the financial information included therein illustrates the pro forma effect of the acquisition of Nine A/S on the Group's consolidated income statement for the year ended 31 December 2020, after adjusting Nine A/S' historical financial information to Trifork's accounting policies. See "*Presentation of Financial and Certain Other Information—Unaudited Pro Forma Financial Information*"; and
- the Consolidated Prospective Financial Information for the financial year ending 31 December 2021, in which the Nine A/S activities contribution are fully reflected. See "*Consolidated Prospective Financial Information or the Financial Year Ending 31 December 2021*."

18.4.7 Trifork Labs investments

As part of the Group's Trifork Labs segment, the Group founds and invests in new start-ups as a part of the Group's overall research and development strategy. The Group focuses on investments in: (1) software product companies that invent new technology, (2) companies building technology that can be a business driver for the Group and (3) companies that can be a strategic partner to the Group, both benefiting from the Group's services and helping the Group grow its service business. Once a particular start-up has demonstrated a revenue track record, the Group assists it in obtaining venture financing to facilitate future growth.

Trifork Labs has historically generated a positive financial results for the Group. Between the beginning of 2018 and 31 March 2021, Trifork Labs has generated financial income of EUR 62.5 million as measured by the Group's aggregate realized and unrealized gains less the Group's difference in the booked value of its active investments as of 1 January 2018 compared to 31 March 2021. With respect to the Group's gains, the realized component represents gains from exited Trifork Labs investments (which over the period from 2018 until 31 March 2021 amounted to EUR 60.9 million in the aggregate) and the unrealized component represents gains in the recognized fair value of the Group's investments (which over the period from 2018 until 31 March 2021 amounted to EUR 2.8 million in the aggregate). The Group monitors the financial development of its Trifork Labs investments and makes quarterly fair value adjustments based on external valuations and/or financing and internal DCF valuations.

As of 31 March, 2021, Trifork Labs held a significant share in 21 start-up companies that are developing important intellectual property and know-how. Most of these companies were co-founded by the Group to accelerate innovation for the Group. All Trifork Labs investments are monitored on a fair value basis with

changes reflected in the Group's financial result. The table below sets forth earnings before financial items and taxes, financial result and EBT for the Trifork Labs segment, for the periods indicated.

	For the three months ended 31 March (unaudited)		For the years ended 31 December		
	2021	2020	2020	2019	2018
	(in EUR '000)				
Earnings before financial items and taxes	(552)	(131)	(2,238)	(562)	(940)
Financial result	1,766	33	41,396	9,599	10,699
EBT	1,214	(98)	39,158	9,037	9,759

The table below sets out the Group's current Trifork Labs investments:

Investment	Ownership as at March 31, 2021	Year of initial investment	Trifork sub-segment supported	Business area
Arkyn Studios Ltd ⁽¹⁾	48.0%	2020	Build, Run	Smart Enterprise
Atomist Inc. ⁽¹⁾	0.2%	2015	Build	Cross business area support
AxonIQ B.V. ⁽¹⁾	21.5%	2017	Build	Cross business area support
Beem International S.a r.l. ⁽³⁾	6.7%	2015	Build	FinTech
C4Media Inc. ⁽¹⁾	9.8%	2011	Inspire	Cross business area support
Dawn Labs A/S ⁽¹⁾	49.9%	2020	Inspire	Digital Health
Dryp ApS	25.0%	2020	Run	Smart Enterprise
EDIA B.V. ⁽¹⁾	17.4%	2019	Build	Smart Enterprise
ExSeed Ltd. ⁽¹⁾	21.9%	2017	Run	Digital Health
FirmNav ApS ⁽¹⁾	15.0%	2020	Build	FinTech
Implantica Mediswiss AG ⁽¹⁾	0.1%	2016	Run	Digital Health
Kashet Group AG	1.1%	2020	Build	FinTech
MarsOne B.V. ⁽⁴⁾	5.7%	2014	Inspire	Cross business area support
Programmable Infrastructure Solutions AG	24.0%	2015		Cloud Operations
ReQbo ApS ⁽¹⁾	19.4%	2018	Run	Digital Health
TestLab ApS ⁽²⁾	11.6%	2018	Build	Smart Enterprise
TSBone ApS ⁽¹⁾	39.1%	2020	Inspire	Smart Building
Upcycling Forum ApS ⁽¹⁾	17.8%	2020	Inspire, Build	Smart Building
Verica Inc. ⁽¹⁾	2.6%	2019	Run	Cross business area support
XCI Holding A/S ⁽¹⁾	22.2%	2018	Run	Cyber Protection
Youandx.com ApS ⁽¹⁾	4.3%	2019	Inspire	Cross business area support

(1) Shares held through Trifork Labs ApS (owned 100% by Trifork Labs AG)

(2) Shares held through Trifork A/S and Testhuset A/S

(3) Shares held through Erlang Solutions Ltd.

(4) Shares held through Trifork B.V.

In March 2021 the Group sold the 19.04% stake in Humio which it had acquired in 2016 to CrowdStrike Holding, Inc. for proceeds of USD 68.9 million. This disposition had an impact on EBT of EUR 37.8 million in 2020 as the transaction price was negotiated in December and reflected in the fair value adjustments for Trifork Labs in 2020.

18.4.8 Quarterly development

The Group's revenue and operating results have varied between quarters as a result of fluctuations in revenue and the continued hiring of new employees (including in connection with acquisitions) during the periods under review. These fluctuations are a result of: (1) the nature, number, timing, scope and contractual terms of the product development activities in which the Group is engaged; (2) delays incurred in the performance of such product development; (3) the accuracy of estimates of resources and time required to complete ongoing product development; (4) holiday periods, in particular summer holidays; and (5) general economic conditions that will continue to impact the Groups revenue and that, in the future, may fluctuate from quarter to quarter. Factors that affect the Group's revenue or operating profit in a particular quarter may not recur in a subsequent quarter or in the same quarter in a subsequent year.

The following table sets forth the Group's quarterly revenue and Adjusted EBITDA (non-IFRS), for the periods indicated.

	For the quarters ended (unaudited)				
	31 March 2021	31 December 2020	30 September 2020	30 June 2020	31 March 2020
	(in EUR '000)				
Revenue from contracts with customers	39,415	34,859	26,190	25,780	28,529
Adjusted EBITDA (non-IFRS) ⁽¹⁾	7,115	5,719	4,440	3,682	4,089

(1) Represents a non-IFRS measure. For a reconciliation of this non-IFRS measure to the nearest IFRS measure, see “—Non-IFRS Financial Measures and Other Key Performance Indicators,” above.

The following table sets forth the Group's quarterly revenue and Earnings before financial items, tax, depreciation and amortization, by segment, for the periods indicated:

	For the quarters ended (unaudited)				
	31 March 2021	31 December 2020	30 September 2020	30 June 2020	31 March 2020
	(in EUR '000)				
<i>Trifork segment</i>					
Revenue from contracts with customers	39,415	34,859	26,190	25,780	28,529
<i>Inspire</i>	314	350	280	607	708
<i>Build</i>	30,583	27,118	19,408	18,464	21,715
<i>Run</i>	8,480	7,414	6,353	6,603	6,052
<i>Other</i>	38	(23)	149	106	54
Earnings before financial items, tax, depreciation and amortization	5,875	6,888	4,475	3,754	4,096
<i>Inspire</i>	(370)	(373)	(253)	(380)	(516)
<i>Build</i>	8,022	4,174	4,265	3,621	4,750
<i>Run</i>	1,391	2,113	1,445	1,359	949
<i>Other</i>	(3,168)	974	(982)	(846)	(1,087)
<i>Trifork Labs segment</i> ⁽¹⁾					
Earnings before financial items, tax, depreciation and amortization	(552)	(1,818)	(144)	(145)	(131)

(1) The Group does not recognize revenue in respect of its Trifork Labs segment. Trifork Labs investments are accounted for as financial assets.

18.4.9 Exchange rates

With operations across a number of countries, the Group is subject to the effects of fluctuations in foreign currency exchange rates, in particular, fluctuations in the value of the Euro, Danish kroner, British pound sterling, Swiss Franc and U.S. Dollar. Exchange rate fluctuations impact the Group's income statement, balance sheet and cash flows as a result of the reporting currency used in preparing its financial statements being EUR, which is different from the functional currency of certain of the Group's subsidiaries, its assets and liabilities being stated in different currencies and certain revenue and costs arising in different currencies.

The Group translates its foreign-denominated revenue and expenses into Euro at the average exchange rates of each reporting period, as required by IFRS. Accordingly, changes in the value of the Euro against other currencies will affect the Group's reported revenue, expenses and results of operations. In particular, changes in exchange rates can affect the Group's margins as its revenue in any one currency is not matched by expenses in the same currency. The nature of the Group's operations, however, is that services are most often invoiced to the Group's customers in the same currency that the business unit responsible for such services uses as its functional currency, and thus each of the Group's business units generally has only minor positions in either receivables or liabilities denominated in currencies other than the functional currency. The Group actively seeks to minimize its exposure to currency fluctuations including by, for example, borrowing for acquisitions in the same functional currency as the target business and making investments in the Trifork Labs segment in the same currency as the Group anticipates will be received in the case of a future exit.

In the years ended 31 December 2020, 2019 and 2018, the Group did not hedge any currency risks through derivative financial instruments. The Group intends to expand its operations in new geographies over time, and

currency fluctuations will therefore continue to impact the Group's operating profit as a result of the translation of non-Euro revenue and expenses.

18.5 Description of Key Income Statement Line Items

The following section presents the key income statement line items set out in the Group's Consolidated Financial Statements and in the Unaudited Consolidated Interim Financial Statements.

18.5.1 Revenue from contracts with customers

The Group's primary service offerings include workshops, IT services and operations solutions. Services are generally provided on either a time and material or fixed price contract basis. Revenue from contracts with customers is recognized when the relevant performance obligation in the contract has been satisfied, either at a single point in time (when the customer has obtained control of the good or service) or over time (where the Group transfers promised services to a customer over time), at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

Within the Trifork segment, revenue for the Inspire sub-segment is largely generated from ticket sales and sponsor agreements relating to the Group's GOTO conferences, as well as from consulting fees paid in connection with customer-specific workshops. Workshops are typically delivered for a fixed price. Once a proof of concept is established, the development phase is initiated and revenue for the Build sub-segment is generated through consulting fees, primarily on a time and materials basis, or upon milestones set out in tailored framework agreements, as well as by product sales associated with existing concepts developed by the Group. Within the Build sub-segment, 90-95% of revenue is generated on a time and materials basis and the remainder is derived from fixed priced agreements. Upon the finalization of a working product, the Group will enter into a contract of longer duration and commit to the operation and continuous development, and in certain cases to the hosting, of the product on behalf of the customer. Revenue for the Run sub-segment is generated from long-term service agreements, hosting agreements and the sale of other products delivered and operated by the Group.

18.5.2 Rental income

Rental income is defined as income from the sublease of office space and income from leases of conference facilities.

18.5.3 Other operating income

Other operating income includes gains and losses on the disposal of property, plant and equipment, determined as the difference between the net disposal proceeds and the carrying amount of the assets.

18.5.4 Operating income

Operating income includes the Group's revenue from contracts with customers as well as rental income and other operating income.

18.5.5 Cost of goods and services purchased

Cost of goods and services purchased includes the cost of goods and services purchased from external providers in the fulfilment of the Group's performance obligations pursuant to the Group's contracts with customers, principally costs relating to subcontractors, third-party licenses as well as direct costs relating to the Group's GOTO conferences. Costs relating to subcontractors are typically passed on to the customer with a mark-up ranging between 0% and 30%.

18.5.6 Personnel costs

Personnel costs comprise wages, salaries (including bonus arrangements), related social security expenses and pension benefits. Costs for employee services are recognized as the relevant employee's service is rendered.

18.5.7 Other operating expenses

Other operating expenses include sales and marketing expenses, leases and service costs relating to leased property, and administration expenses (including IPO preparation costs).

18.5.8 Earnings before financial items, taxes, depreciation and amortization

Earnings before financial items, taxes, depreciation and amortization is the Group's operating income less operating expenses.

18.5.9 Depreciation, amortization and impairment

Depreciation and amortization reflect the systematic allocation of the cost of fixed assets and intangible assets, respectively, over the life of such assets. Impairment costs reflect adjustments to the value of assets (including goodwill) where the Group assesses that the carrying amount of such assets are higher than the recoverable amounts associated with such assets.

18.5.10 Earnings before financial items and taxes

Earnings before financial items and taxes is defined as the Group's operating income minus operating expenses, depreciation, amortization and impairment.

18.5.11 Financial result

Financial result includes interest income and expenses on borrowings, interest expenses on lease liabilities and defined benefit obligations, foreign exchange gains and losses, fair value adjustments on investments in Trifork Labs and on financial liabilities carried at fair value through profit and loss (such as contingent consideration liabilities) and the Group's share of results from associated companies.

18.5.12 Earnings before tax (EBT)

Earnings before tax (EBT) is calculated as earnings before financial items and taxes, plus financial results.

18.5.13 Income tax expense

Income tax expense consists of current tax for the year and any changes in deferred tax. The Group's effective tax rate in each of 2020, 2019 and 2018 was 5.1%, 7.9% and 7.9%, respectively. The Group's effective tax rates are different from the weighted applicable tax rate and are mainly affected by the exemption from tax of the Group's income on financial assets in the Trifork Labs segment.

18.5.14 Net income

Net income is defined as total Group income less expenses recognized in the reporting period.

18.6 Comparison of Results for the Group for the Three Months Ended 31 March 2021 and 31 March 2020

The following table presents the Group's results for the three months ended 31 March 2021 and 2020:

	For the three months ended 31 March (unaudited)		2021 vs 2020 (% change)
	2021 (in EUR '000)	2020	
Revenue from contracts with customers	39,415	28,529	38.2
Rental income	85	50	70.0
Other operating income	134	2	NM ⁽¹⁾
Operating income	39,634	28,581	38.7
Cost of goods and services purchased	(8,104)	(6,490)	24.9
Personnel costs	(21,402)	(14,960)	43.1
Other operating expenses	(4,805)	(3,166)	51.8
Operating expenses	(34,311)	(24,616)	39.4
Earnings before financial items, taxes, depreciation and amortization	5,323	3,965	34.2
Depreciation, amortization and impairment	(2,790)	(2,161)	29.1
Earnings before financial items and taxes	2,533	1,804	40.4
Fair value adjustments on investments in Trifork Labs	1,713	—	n.a.
Share of results from associated companies	—	—	—
Other financial income	56	25	124.0
Other financial expenses	(520)	(251)	107.2
Result on foreign exchange	(119)	347	(134.3)
Financial result	1,130	121	833.9
EBT	3,663	1,925	90.3
Income tax expense	(1,012)	(485)	108.7
Net income	2,651	1,440	84.1

(1) Not meaningful.

18.6.1 Revenue from contracts with customers

Revenue from contracts with customers in the Trifork segment represented 100% of total Group revenue for each of the three months ended 31 March 2021 and 2020.

Revenue from contracts with customers in the Trifork segment increased by EUR 10,886 thousand, or 38.2%, to EUR 39,415 thousand for the three months ended 31 March 2021 from EUR 28,529 thousand for corresponding period in 2020. The increase was driven primarily by the contribution of revenue from Nine that was fully consolidated throughout the first quarter of 2021 (but was not consolidated for any portion of the first quarter of 2020), increased demand from public sector customers (particularly in Denmark) for new digital solutions in the Digital Health and Smart Enterprise business areas driven by the Covid-19 pandemic as well as increased delivery of hardware components forming an integrated part of new product solutions, which accounted for 6% of the revenue from contracts with customers in the three months ended 31 March 2021.

The following table presents the revenue from contracts with customers of the different sub-segments of the Trifork segment:

	For the three months ended 31 March (unaudited)		2021 vs 2020 (% change)
	2021 (in EUR '000)	2020	
Inspire	314	708	(55.6)
Build	30,583	21,715	40.8
Run	8,480	6,052	40.1
Other	38	54	(29.6)
Trifork	39,415	28,529	38.2

Inspire. The 55.6% decrease in revenue from contracts with customers in the Inspire sub-segment from the three months ended 31 March 2020 to the three months ended 31 March 2021 was primarily driven by the impact of the Covid-19 pandemic as the Group's ability to plan and host conferences and inspirational workshops was adversely affected throughout the first quarter of 2021 but only for a part of the first quarter of 2020.

Build. The 40.8% increase in revenue from contracts with customers in the Build sub-segment from the three months ended 31 March 2020 to the three months ended 31 March 2021 was driven primarily by the contribution of revenue from Nine that was fully consolidated throughout the first quarter of 2021 (but was not consolidated for any portion of the first quarter of 2020) as well as increased demand from public sector customers for new digital solutions in the Digital Health and Smart Enterprise business areas driven by the Covid-19 pandemic.

Run. The 40.1% increase in revenue from contracts with customers in the Run sub-segment from the three months ended 31 March 2020 to the three months ended 31 March 2021 was driven primarily by the delivery of hardware components forming an integral part of new product solutions in the first quarter of 2021.

The following table presents revenue and year-on-year growth in Run by type:

	For the three months ended 31 March (unaudited)		2021 vs 2020 (% change)
	2021 (in EUR '000)	2020	
Licenses and support	1,328	3,181	(58.2)
Hardware	2,408	707	240.6
Hosting and security	4,744	2,164	119.2
Run	8,480	6,052	40.1

The following table presents revenue and year-on-year growth from contracts with customers by business area:

	For the three months ended 31 March (unaudited)		2021 vs 2020 (% change)
	2021 (in EUR '000)	2020	
Inspire	314	708	(55.6)
Digital Health	4,062	3,862	5.2
Smart Enterprise	20,178	11,300	78.6
Smart Building	851	542	57.0
Cloud Operations	6,642	5,390	23.2
Cyber Protection	3,040	1,387	119.2
FinTech	4,290	5,286	(18.8)
Others	38	54	(29.6)
Trifork	39,415	28,529	38.2

Revenue from contracts with customers in Digital Health increased by EUR 200 thousand, or 5.2%, to EUR 4,062 thousand for the three months ended 31 March 2021 from EUR 3,862 thousand for the corresponding period in 2020, mainly driven by continued high demand from public sector customers for new digital solutions in healthcare as a result of the Covid-19 pandemic, including revenue related the Danish Corona Passport (pursuant to which the Group is participating in the development and maintenance of the underlying health infrastructure). Revenue from contracts with customers in Smart Enterprise increased by EUR 8,878 thousand, or 78.6%, to EUR 20,178 thousand for the three months ended 31 March 2021 from EUR 11,300 thousand for the corresponding period in 2020, mainly driven by the contribution of revenue from Nine that was fully consolidated throughout the first quarter of 2021 (but was not consolidated for any portion of the first quarter of 2020) as well as increased demand from public sector customers for new digital solutions in this business area as a result of the Covid-19 pandemic. Revenue from contracts with customers in Smart Building increased by EUR 309 thousand, or 57.0%, to EUR 851 thousand for the three months ended 31 March 2021 from EUR 542 thousand for the corresponding period in 2020 primarily due to organic growth. Revenue from contracts with customers in Cloud Operation increased by EUR 1,252 thousand, or 23.2%, to EUR 6,642 thousand for the three months ended 31 March 2021 from EUR 5,390 thousand for the corresponding period in 2020 mainly driven by organic growth. Revenue from contracts with customers in

Cyber Protection increased by EUR 1,653 thousand, or 119.2%, to EUR 3,040 thousand for the three months ended 31 March 2021 from EUR 1,387 thousand for the corresponding period in 2020 primarily due to results from earlier investments in this business area. Revenue from contracts with customers in FinTech decreased by EUR 996 thousand, or 18.8%, to EUR 4,290 thousand for the three months ended 31 March 2021 from EUR 5,286 thousand for the corresponding period in 2020 primarily due to regulatory changes prohibiting certain subcontracting services which the Group had been supplying in the previous years, which primarily affected the Group's engagement with one customer.

18.6.2 Rental income

Rental income increased by EUR 35 thousand, or 70.0%, to EUR 85 thousand for the three months ended 31 March 2021 from EUR 50 thousand for the corresponding period in 2020.

18.6.3 Other operating income

Other operating income increased by EUR 132 thousand to EUR 134 thousand for the three months ended 31 March 2021 from EUR 2 thousand for the corresponding period in 2020.

18.6.4 Operating expenses

18.6.4.1 Cost of goods and services purchased

Cost of goods and services purchased increased by EUR 1,614 thousand, or 24.9%, to EUR 8,104 thousand for the three months ended 31 March 2021 from EUR 6,490 thousand for the corresponding period in 2020, principally due to increased business activity (including due to acquisitions).

18.6.4.2 Personnel costs

Personnel costs increased by EUR 6,442 thousand, or 43.1%, to EUR 21,402 thousand for the three months ended 31 March 2021 from EUR 14,960 thousand for the corresponding period in 2020. The increase was driven primarily by reserves for possible bonus payments and increased personnel, principally in central functions. Personnel costs as a percentage of revenue were 54.3% in the first quarter of 2021 compared to 52.6% in the first quarter of 2020, mainly due to decreased revenues in the Inspire sub-segment.

18.6.4.3 Other operating expenses

Other operating expenses increased by EUR 1,639 thousand, or 51.8%, to EUR 4,805 thousand for the three months ended 31 March 2021 from EUR 3,166 thousand for the corresponding period in 2020, principally due to costs incurred in the preparation of the Offering.

18.6.5 Earnings before financial items, taxes, depreciation and amortization

Earnings before financial items, taxes, depreciation and amortization across the Group increased by EUR 1,358 thousand, or 34.2%, to EUR 5,323 thousand for the three months ended 31 March 2021 from EUR 3,965 thousand for the corresponding period in 2020, principally due to increased business activity (including due to acquisitions) and margin improvements in the Build and Run sub-segments. The margin on earnings before financial items, taxes, depreciation and amortization decreased by 40 bps to 13.5% for the three months ended 31 March 2021 from 13.9% for the corresponding period in 2020, principally due to one-off costs relating to the Offering in the first quarter of 2021, partly offset by margin increases in the Build and Run sub-segments.

The following table presents the earnings before financial items, taxes, depreciation and amortization of the different sub-segments of the Trifork segment and the Trifork Labs segment:

	For the three months ended 31 March (unaudited)		2021 vs 2020 (% change)
	2021 (in EUR '000)	2020	
Inspire	(370)	(516)	(28.3)
Build	8,022	4,750	68.9
Run	1,391	949	46.6
Other	(3,168)	(1,087)	191.4
Trifork segment	5,875	4,096	43.4
Trifork Labs	(552)	(131)	321.4
Trifork Group	5,323	3,965	34.2

Trifork. Earnings before financial items, taxes, depreciation and amortization in the Trifork segment increased by EUR 1,779 thousand, or 43.4%, to EUR 5,875 thousand for the three months ended 31 March 2021 from EUR 4,096 thousand for the corresponding period in 2020. The increase was driven primarily by increased business activity (including due to acquisitions) and margin improvements in the Build and Run sub-segments.

Inspire. The 28.3% decrease in earnings before financial items, taxes, depreciation and amortization in the Inspire sub-segment from the three months ended 31 March 2020 to the three months ended 31 March 2021 was driven primarily by the impact of the Covid-19 pandemic as the Group's ability to plan and host conferences and inspirational workshops was adversely affected as discussed above.

Build. The 68.9% increase in earnings before financial items, taxes, depreciation and amortization in the Build sub-segment from the three months ended 31 March 2020 to the three months ended 31 March 2021 was driven primarily by increased business activity (including due to acquisitions) and margin improvements.

Run. The 46.6% increase in earnings before financial items, taxes, depreciation and amortization in the Run sub-segment from the three months ended 31 March 2020 to the three months ended 31 March 2021 was driven primarily by higher revenues, in particular from the delivery of hardware components forming an integral part of new product solutions, and margin improvements.

Trifork Labs. Earnings before financial items, taxes, depreciation and amortization in the Trifork segment increased by EUR 421 thousand, or 321.4%, to EUR (552) thousand for the three months ended 31 March 2021 from EUR (131) thousand for the corresponding period in 2020. The increase was driven primarily by management cost, including in respect of fair valuation adjustments.

18.6.6 Depreciation, amortization and impairment

Depreciation, amortization and impairment increased by EUR 629 thousand, or 29.1%, to EUR (2,790) thousand for the three months ended 31 March 2021 from EUR (2,161) thousand for the corresponding period in 2020, principally due to the effect of acquisitions (accounting for approximately two thirds of the amortizations) and the lease of additional office space.

18.6.7 Earnings before financial items and taxes

Earnings before financial items and taxes increased by EUR 729 thousand, or 40.4%, to EUR 2,533 thousand for the three months ended 31 March 2021 from EUR 1,804 thousand for the corresponding period in 2020, principally due to increased business activity (including due to acquisitions) and margin improvements in the Build and Run sub-segments. The margin for earnings before financial items and taxes increased by 10bps to 6.4% for the three months ended 31 March 2021 from 6.3% for the corresponding period in 2020, principally due to the margin increases and comparably lower depreciation and amortizations off-set by the costs for the Offering.

18.6.8 Financial result

The financial result increased by EUR 1,009 thousand, or 833.9%, to EUR 1,130 thousand for the three months ended 31 March 2021 from EUR 121 thousand for the corresponding period in 2020, principally due to fair value adjustments related to foreign exchange gains in connection with the sale of Humio of EUR 1,740

thousand (as the purchase price was agreed in USD at year-end, which appreciated to the EUR during the period between signing and closing).

18.6.9 EBT

EBT increased by EUR 1,738 thousand, or 90.3%, to EUR 3,663 thousand for the three months ended 31 March 2021 from EUR 1,925 thousand for the corresponding period in 2020, principally due to increased business activity (including due to acquisitions), margin improvements in the Build and Run sub-segments and positive fair value adjustments of the investments in Trifork Labs, partially off-set by cost incurred in connection with the Offering, increased net interests on capital primarily due to additional interest cost for acquisition loans, and negative net results on foreign exchange. EBT margin increased by 260bps to 9.3% for the three months ended 31 March 2020 from 6.7% for the corresponding period in 2020, principally due to margin increases and the positive fair value adjustments of the investments in Trifork Labs.

18.6.10 Income tax expense

Income tax expense increased by EUR 527 thousand, or 108.7%, to EUR (1,012) thousand for the three months ended 31 March 2021 from EUR (485) thousand for the corresponding period in 2020, principally due to higher earnings before taxes. The Group's effective tax rate increased by 240bps to 27.6% for the three months ended 31 March 2021 from 25.2% for the corresponding period in 2020 principally due to costs related to the Offering incurred by the Company where they are not tax effective.

18.6.11 Net income

Net income for the period increased by EUR 1,211 thousand, or 84.1%, to EUR 2,651 thousand for the three months ended 31 March 2021 from EUR 1,440 thousand for the corresponding period in 2020 for the foregoing reasons.

18.7 Comparison of Results for the Group for the Years Ended 31 December 2020 and 31 December 2019

The following table presents the Group's results for the years ended 31 December 2020 and 2019.

	For the years ended 31 December		2020 vs 2019
	2020	2019	
	(in EUR '000)		(% change)
Revenue from contracts with customers	115,358	106,428	8.4
Rental income	320	1,191	(73.1)
Other operating income	770	3,831	(79.9)
Operating income	116,448	111,450	4.5
Cost of goods and services purchased	(22,751)	(27,542)	(17.4)
Personnel costs	(64,149)	(55,795)	15.0
Other operating expenses	(12,573)	(12,476)	0.8
Operating expenses	(99,473)	(95,813)	3.8
Earnings before financial items, taxes, depreciation and amortization	16,975	15,637	8.6
Depreciation, amortization and impairment	(10,567)	(7,402)	42.8
Earnings before financial items and taxes	6,408	8,235	(22.2)
Fair value adjustments on investments in Trifork Labs	41,259	9,524	333.2
Share of results from associated companies	15	(24)	(162.5)
Other financial income	882	412	114.1
Other financial expenses	(1,474)	(1,014)	45.5
Result on foreign exchange	(48)	610	(107.9)
Financial result	40,634	9,508	327.4
EBT	47,042	17,743	165.1
Income tax expense	(2,384)	(1,394)	71.0
Net income	44,658	16,349	173.2

18.7.1 Revenue from contracts with customers

Revenue from contracts with customers in the Trifork segment represented 100% of total Group revenue for each of 2020 and 2019.

Revenue from contracts with customers in the Trifork segment increased by EUR 8,930 thousand, or 8.4%, to EUR 115,358 thousand in 2020 from EUR 106,428 thousand in 2019. The increase was primarily driven by the Group's acquisition of Nine and to a lesser extent the acquisition of SAPBASIS as well as organic growth, which was partially offset by the decrease in revenue in the Inspire sub-segment driven by the Covid-19 pandemic.

The following table presents the revenue from contracts with customers of the different sub-segments of the Trifork segment:

	For the years ended 31 December		2020 vs 2019 (% change)
	2020 (in EUR '000)	2019	
Inspire	1,945	8,051	(75.8)
Build	86,705	76,578	13.2
Run	26,422	21,458	23.1
Other	286	341	(16.1)
Trifork	115,358	106,428	8.4

Inspire. The 75.8% decrease in revenue from contracts with customers in the Inspire sub-segment from 2019 to 2020 was driven by the impact of the Covid-19 pandemic as the Group's ability to plan and host conferences and inspirational workshops was adversely affected. In the early phase of the Covid-19 lockdowns (April to August of 2020) all such activities were paused, and conferences and workshops were cancelled or delayed. Beginning as early as April 2020, the first conferences were moved to an online format but revenues generated from these conferences were significantly lower than revenues generated from conferences held in person. From August, most workshop activities had transitioned to online platforms and engagements restarted.

Build. The 13.2% increase in revenue from contracts with customers in the Build sub-segment from 2019 to 2020 was largely attributable to the contribution of revenue from Nine that was consolidated for the first time in September 2020 and an increase in the Digital Health and Cyber Protection business areas, partially offset by the impact of the Covid-19 pandemic (the delay in workshops also caused a delay in Build activities). Repeat business accounted for approximately three quarters of revenues in the Build segment in 2020.

Run. The 23.1% increase in revenue from contracts with customers in the Run sub-segment from 2019 to 2020 was primarily driven by an increase in revenues derived from the Group's hosting and security agreements with respect to customer products.

The following table presents revenue and year-on-year growth in Run by type:

	For the years ended 31 December		2020 vs 2019 (% change)
	2020 (in EUR '000)	2019	
Licenses and support	7,626	7,940	(4.0)
Hardware	2,644	1,180	124.1
Hosting and security	16,152	12,339	30.9
Run	26,422	21,458	23.1

The following table presents revenue and year-on-year growth from contracts with customers, by geography:

	For the years ended 31 December		2020 vs 2019 (% change)
	2020 (in EUR '000)	2019	
Denmark	83,808	63,423	32.1
United Kingdom	9,736	13,075	(25.5)
Netherlands	8,418	7,458	12.9
United States	2,821	3,382	(16.6)
Switzerland	1,727	2,106	(18.0)
Others ⁽¹⁾	8,848	16,984	(47.9)
Trifork	115,358	106,428	8.4

(1) Comprises amongst others Germany, Oman, Spain, Sweden and the United Arab Emirates.

Revenue from contracts with customers in Denmark increased by 32.1%, or EUR 20,385 thousand, from EUR 63,423 thousand in 2019 to EUR 83,808 thousand in 2020. This increase was largely attributable to the contribution of revenue from Nine that was consolidated for the first time in September 2020 as well as the contribution of revenue from SAPBASIS and organic growth. Revenue from contracts with customers in the United Kingdom decreased by 25.5%, or EUR 3,339 thousand, from EUR 13,075 thousand in 2019 to EUR 9,736 thousand in 2020 largely driven by regulatory changes prohibiting certain subcontracting services which the Group had been supplying in the previous years, which primarily affected the Group's engagement with one customer. Revenue from contracts with customers in the Netherlands increased by 12.9%, or EUR 960 thousand, from EUR 7,458 thousand in 2019 to EUR 8,418 thousand in 2020 largely driven by organic growth but off-set to some extent by the impact of the Covid-19 pandemic as the Group's ability to plan and host conferences was adversely affected. Revenue from contracts with customers in the United States decreased by 16.6%, or EUR 561 thousand, from EUR 3,382 thousand in 2019 to EUR 2,821 thousand in 2020 largely due to the impact of the Covid-19 pandemic on the Group's ability to host physical conferences. Revenue from contracts with customers in Switzerland decreased by 18.0%, or EUR 379 thousand, from EUR 2,106 thousand in 2019 to EUR 1,727 thousand in 2020 largely driven by customers postponing or pausing engagement in the early phases of the Covid-19 pandemic. Revenue from contracts with customers in other regions in the aggregate decreased by 47.9%, or EUR 8,136 thousand, from EUR 16,984 thousand in 2019 to EUR 8,848 thousand in 2020.

The following table presents revenue and year-on-year growth from contracts with customers by business area:

	For the years ended 31 December		2020 vs 2019 (% change)
	2020 (in EUR '000)	2019	
Inspire	1,945	8,051	(75.8)
Digital Health	14,572	12,676	15.0
Smart Enterprise	49,237	39,740	23.9
Smart Building	2,859	1,737	64.6
Cloud Operations	21,735	19,092	13.8
Cyber Protection	8,057	3,561	126.3
FinTech	16,668	21,231	(21.5)
Others	285	340	(16.2)
Trifork	115,358	106,428	8.4

Revenue from contracts with customers in Digital Health increased by 15.0% or EUR 1,896, thousand from EUR 12,676 thousand in 2019 to EUR 14,572 thousand 2020, mainly driven by overall focus on the development of new digital solutions in healthcare driven by the Covid-19 pandemic. Revenue from contracts with customer in Smart Enterprise increased by 23.9% or EUR 9,497 thousand, from EUR 39,740 thousand in 2019 to EUR 49,237 thousand in 2020 which was mainly driven by the contribution of revenue from Nine that was consolidated for the first time in September 2020 as well as a reclassification of revenue previously reported in the Smart Buildings business area. Revenue from contracts with customers in Smart Building increased by 64.6% or EUR 1,122 thousand, from EUR 1,737 thousand in 2019 to EUR 2,859 thousand in 2020 primarily due to organic growth. Revenue from contracts with customers in Cloud Operation increased by 13.8%, or EUR 2,643 thousand, from EUR 19,092 thousand in 2019 to EUR 21,735 thousand in 2020 mainly

driven by organic growth with new operational contracts. Revenue from contracts with customers in Cyber Protection increased by 126.3%, or EUR 4,496 thousand, from EUR 3,561 thousand in 2019 to EUR 8,057 thousand in 2020 primarily due to major investments in this business area made in 2019 which yielded new revenue streams in 2020. Revenue from contracts with customers in FinTech decreased by 21.5%, or EUR 4,563 thousand, from EUR 21,231 thousand in 2019 to EUR 16,668 thousand in 2020 largely due to the Group no longer being able to provide subcontracting services to one customer due to regulatory changes in the United Kingdom.

18.7.2 Rental income

Rental income decreased by EUR 871 thousand, or 73.1%, to EUR 320 thousand in 2020 from EUR 1,191 thousand in 2019. The decrease was primarily driven by the Group's inability to sublet its CodeNode event space in the United Kingdom for physical events due to the Covid-19 pandemic as well as the termination of the sublease of one property where the landlord took over the lease directly from the Group.

18.7.3 Other operating income

Other operating income decreased by EUR 3,061 thousand, or 79.9%, to EUR 770 thousand in 2020 from EUR 3,831 thousand in 2019. The decrease was primarily due to the positive one-off effect in 2019 of the deconsolidations relating principally to the sale of Container Solutions (in which Trifork Labs still held a 24% stake on 31 March 2021).

18.7.4 Operating expenses

18.7.4.1 Cost of goods and services purchased

Cost of goods and services purchased decreased by EUR 4,791 thousand, or 17.4%, to EUR 22,751 thousand in 2020 from EUR 27,542 thousand in 2019, principally due to lower travel costs and cost savings related to the fact that no physical GOTO conferences could take place due to prevailing Covid-19 restrictions as well as cost control measures and the Group's lean structure. Costs of goods sold as a percentage of revenue were 19.7% in 2020 compared to 25.9% in 2019.

18.7.4.2 Personnel costs

Personnel costs increased by EUR 8,354 thousand, or 15.0%, to EUR 64,149 thousand in 2020 from EUR 55,795 thousand in 2019, principally due to the Group's acquisitions in 2020. Personnel costs as a percentage of revenue were 55.6% in 2020 compared to 52.4% in 2019 mainly due to decreased revenues in the Inspire sub-segment.

18.7.4.3 Other operating expenses

Other operating expenses increased by EUR 97 thousand, or 0.8%, to EUR 12,573 thousand in 2020 from EUR 12,476 thousand in 2019. These expenses included a number of non-capitalized investments in business development initiatives. Other operating expenses as a percentage of revenue were 10.9% in 2020 compared to 11.7% in 2019.

18.7.5 Earnings before financial items, taxes, depreciation and amortization

Earnings before financial items, taxes, depreciation and amortization across the Group increased by EUR 1,338 thousand, or 8.6%, to EUR 16,975 thousand in 2020 from EUR 15,637 thousand in 2019, principally due to increased earnings before financial items, taxes, depreciation and amortization in the Trifork segment. The margin for earnings before financial items, taxes, depreciation and amortization was 14.7% in 2020 and 2019.

The following table presents earnings before financial items, taxes, depreciation and amortization for the different sub-segments of the Trifork segment and the Trifork Labs segment:

	For the years ended 31 December		2020 vs 2019 (% change)
	2020 (in EUR '000)	2019	
Inspire	(1,522)	(287)	430.3
Build	16,810	12,516	34.3
Run	5,866	5,872	(0.1)
Other	(1,941)	(1,902)	2.1
Trifork segment	19,213	16,199	18.6
Trifork Labs	(2,238)	(562)	298.2
Trifork Group	16,975	15,637	8.6

Trifork. Earnings before financial items, taxes, depreciation and amortization in the Trifork segment increased by EUR 3,014 thousand, or 18.6%, to EUR 19,213 thousand in 2020 from EUR 16,199 thousand in 2019. The increase was driven primarily by higher revenues due to organic and inorganic growth and margin increase in the Build sub-segment, partly offset by the effect of Covid-19 on the Inspire sub-segment and a margin decrease in the Run sub-segment.

Inspire. The 430.3% decrease in earnings before financial items, taxes, depreciation and amortization in the Inspire sub-segment from 2019 to 2020 was driven primarily by the impact of the Covid-19 pandemic as the Group's ability to plan and host conferences and inspirational workshops was adversely affected as discussed above.

Build. The 34.3% increase in earnings before financial items, taxes, depreciation and amortization in the Build sub-segment from 2019 to 2020 was driven primarily by organic and inorganic growth despite deconsolidation effects in 2019 relating principally to the deconsolidation of Container Solutions.

Run. Earnings before financial items, taxes, depreciation and amortization in the Run sub-segment remained largely stable, decreasing by 0.1% from 2019 to 2020, which included the effects of new non-capitalized product investments in Digital Health and Cyber Protection.

Trifork Labs. Earnings before financial items, taxes, depreciation and amortization in the Trifork Labs segment decreased by EUR 1,676 thousand, or 298.2%, to EUR (2,238) thousand in 2020 from EUR (562) thousand in 2019. The increase was driven primarily by increased management cost for the segment, part of which relates to annual fair valuation adjustments.

18.7.6 Depreciation, amortization and impairment

Depreciation, amortization and impairment increased by EUR 3,165 thousand, or 42.8%, to EUR 10,567 thousand in 2020 from EUR 7,402 thousand in 2019, principally due to the amortization of intangible assets recognized through the acquisition of Nine A/S (customer relationships and order backlog) and the increase of depreciations for right-of-use assets (lease accounting) as a result of newly acquired office space and the extension of existing lease terms.

18.7.7 Earnings before financial items and taxes

Earnings before financial items and taxes decreased by EUR 1,827 thousand, or 22.2%, to EUR 6,408 thousand in 2020 from EUR 8,235 thousand in 2019, principally due to additional costs incurred in the Trifork Labs segment. Similarly, the margin for earnings before financial items and taxes decreased by 210 basis points to 5.6% in 2020 from 7.7% in 2019.

18.7.8 Financial result

The financial result increased by EUR 31,126 thousand, or 327.4%, to EUR 40,634 thousand in 2020 from EUR 9,508 thousand in 2019, principally due to fair value adjustments on investments in Trifork Labs of EUR 41,259 thousand in 2020 compared to EUR 9,524 thousand in 2019, which in 2020 mainly related to the agreement of the purchase price for Humio in December 2020, which was subsequently sold in March 2021.

18.7.9 EBT

EBT increased by EUR 29,299 thousand, or 165.1%, to EUR 47,042 thousand in 2020 from EUR 17,743 thousand in 2019, principally due to the aforementioned fair value adjustments on investments in Trifork Labs which were partly offset by higher net interest on debt due to additional interest cost for acquisition loans, fair value adjustments on contingent consideration liabilities and lower net results on foreign exchange.

18.7.10 Income tax expense

Income tax expense increased by EUR 990 thousand, or 71%, to EUR 2,384 thousand in 2020 from EUR 1,394 thousand in 2019. The Group's income tax expense as a percentage of EBT decreased by 280 basis points to 5.1% in 2020 from 7.9% in 2019, principally due to non-taxable gains on financial investments and to a lesser extent by innovation credits in the Netherlands and the United Kingdom.

18.7.11 Net income

Net income increased by EUR 28,309 thousand, or 173.2%, to EUR 44,658 thousand in 2020 from EUR 16,349 thousand in 2019, for the foregoing reasons. Net income attributable to shareholders of Trifork Holding AG increased by EUR 27,976 thousand, or 183.6%, to EUR 43,216 thousand in 2020 from EUR 15,240 in 2019. Net income attributable to non-controlling interests increased by EUR 333 thousand, or 30.0%, to EUR 1,442 thousand in 2019 from EUR 1,109 in 2019.

18.8 Comparison of Results for the Group for the Years Ended 31 December 2019 and 31 December 2018

The following table presents the Group's results for the years ended 31 December 2019 and 2018:

	For the years ended 31 December		2019 vs 2018
	2019	2018	
	(in EUR '000)		(% change)
Revenue from contracts with customers	106,428	86,508	23.0
Rental income	1,191	1,247	(4.5)
Other operating income	3,831	409	836.7
Operating income	111,450	88,164	26.4
Cost of goods and services purchased	(27,542)	(21,516)	28.0
Personnel costs	(55,795)	(42,567)	31.1
Other operating expenses	(12,476)	(14,015)	(11.0)
Operating expenses	(95,813)	(78,098)	22.7
Earnings before financial items, taxes, depreciation and amortization	15,637	10,066	55.3
Depreciation, amortization and impairment	(7,402)	(3,940)	87.9
Earnings before financial items and taxes	8,235	6,126	34.4
Fair value adjustments on investments in Trifork Labs	9,524	9,999	(4.8)
Share of results from associated companies	(24)	7	(442.9)
Other financial income	412	822	(49.9)
Other financial expenses	(1,014)	(653)	55.3
Result on foreign exchange	610	(270)	(325.9)
Financial result	9,508	9,904	(4.0)
EBT	17,743	16,030	10.7
Income tax expense	(1,394)	(1,261)	10.5
Net income	16,349	14,769	10.7

18.8.1 Revenue from contracts with customers

Substantially all of the Group's revenue from contracts with customers is derived from the Trifork segment. Revenue from contracts with customers in the Trifork segment represented 100.0% of total Group revenue in 2019 (no revenue from contracts with customers in the Trifork Labs segment was recognized in 2019). Similarly, in 2018, the Group recognized EUR 29 thousand in revenue from contracts with customers in the Trifork Labs segment, representing less than 0.1% of total Group revenue in 2018.

Revenue from contracts with customers in the Trifork segment increased by EUR 19,949 thousand, or 23.1%, to EUR 106,428 thousand in 2019 from EUR 86,479 thousand in 2018. In 2019, 61.0% of revenue growth was organic and 39.0% was growth from acquisitions. Revenue from contracts with customers increased throughout all sub-segments of the Trifork segment.

The following table presents revenue and year-on-year growth from contracts with customers based on the location of such customers, by geography:

	For the years ended 31 December		2019 vs 2018 (% change)
	2019 (in EUR '000)	2018	
Inspire	8,051	7,140	12.8
Build	76,578	61,502	24.5
Run	21,458	17,818	20.4
Other	341	19	NM ⁽¹⁾
Trifork	106,428	86,479	23.1

(1) Not meaningful.

Inspire. The 12.8% increase in revenue from contracts with customers in the Inspire sub-segment from 2018 to 2019 was driven primarily by an increase in physical conference activities and design-thinking workshops.

Build. The 24.5% increase in revenue from contracts with customers in the Build sub-segment from 2018 to 2019 was driven primarily by the full-year effects of the Testhuset A/S and Invokers A/S acquisitions in 2019 that closed in June 2018 and September 2018, respectively, and organic growth over the period, partly off-set by the impact of the deconsolidation of Container Solutions in the first half of 2019.

Run. The 20.4% increase in revenue from contracts with customers in the Run sub-segment from 2018 to 2019 was primarily driven by organic growth in Cloud Operations and Cyber Protection solutions.

The following table presents revenue and year-on-year growth in Run by type:

	For the years ended 31 December		2019 vs 2018 (% change)
	2019 (in EUR '000)	2018	
Licenses and support	7,940	10,807	(26.5)
Hardware	1,180	1,803	(34.6)
Hosting and security	12,339	5,237	135.6
Run	21,459	17,847	20.2

The following table presents revenue and year-on-year growth from contracts with customers, by geography:

	For the years ended 31 December		2019 vs 2018 (% change)
	2019 (in EUR '000)	2018	
Denmark	63,423	53,624	18.3
United Kingdom	13,075	10,368	26.1
Netherlands	7,458	9,268	(19.5)
United States	3,382	2,989	13.1
Switzerland	2,106	2,869	(26.6)
Others ⁽¹⁾	16,984	7,390	129.8
Trifork	106,428	86,508	23.0

(1) Comprises amongst others Germany, Oman, Spain, Sweden and the United Arab Emirates.

Revenue from contracts with customers in Denmark increased by 18.3%, or EUR 9,799 thousand, from EUR 53,624 thousand in 2018 to EUR 63,423 thousand in 2019. This increase was attributable to organic growth and the full-year effect of the acquisitions completed in 2018. Revenue from contracts with customers in the United Kingdom increased by 26.1%, or EUR 2,707 thousand, from EUR 10,368 thousand in 2018 to EUR 13,075 thousand in 2020 largely driven by larger engagement with FinTech customers using a high volume of external consultants. Revenue from contracts with customers in the Netherlands decreased by 19.5%,

or EUR 1,810 thousand, from EUR 9,268 thousand in 2018 to EUR 7,458 thousand in 2019 largely driven by the deconsolidation of Container Solutions (in which Trifork Labs still held a 24% stake on 31 March 2021). Revenue from contracts with customers in the United States increased by 13.1%, or EUR 393 thousand, from EUR 2,989 thousand in 2018 to EUR 3,382 thousand in 2019 largely driven by fluctuations related to Build and Run activities and based on fluctuating customer engagements. Revenue from contracts with customers in Switzerland decreased by 26.6%, or EUR 763 thousand, from EUR 2,869 thousand in 2018 to EUR 2,106 thousand in 2019 largely driven by fluctuations related to Build and Run activities and based on fluctuating customer engagements. Revenue from contracts with customers in other regions in the aggregate increased by 129.8% or EUR 9,594 thousand from EUR 7,390 thousand in 2018 to EUR 16,984 thousand in 2019 attributable in part to new engagements in the Middle East.

The following table presents revenue and year-on-year growth from contracts with customers by business area:

	For the years ended 31 December		2019 vs 2018 (% change)
	2019 (in EUR '000)	2018	
Inspire	8,051	7,140	12.8
Digital Health	12,676	11,264	12.5
Smart Enterprise	39,740	31,021	28.1
Smart Building	1,737	3,662	(52.6)
Cloud Operations	19,092	17,833	7.1
Cyber Protection	3,561	3,010	18.3
FinTech	21,231	12,559	69.1
Others	340	19	NM ⁽¹⁾
Trifork	106,428	86,508	23.0

(1) Not meaningful.

Revenue from contracts with customers in Digital Health increased by 12.5%, or EUR 1,412 thousand, from EUR 11,264 thousand in 2018 to EUR 12,676 thousand in 2019, mainly driven by organic growth. Revenue from contracts with customers in Smart Enterprise, increased by 28.1%, or EUR 8,719 thousand, from EUR 31,021 thousand in 2018 to EUR 39,740 thousand in 2019 mainly due to the fact that the nature of solutions delivered to certain customers developed from being in the Smart Building business area in 2018 to being in the Smart Enterprise business area in 2019. Revenue from contracts with customers in Smart Building decreased by 52.6%, or EUR 1,925 thousand, from EUR 3,662 thousand in 2018 to EUR 1,737 thousand in 2019 mainly due to the aforementioned change in nature of solutions delivered to certain customers. Revenue from contracts with customers in Cloud Operations increased by 7.1%, or EUR 1,259 thousand, from EUR 17,833 thousand in 2018 to EUR 19,092 thousand in 2019 mainly driven by organic growth. Revenue from contracts with customers in Cyber Protection increased by 18.3%, or EUR 551 thousand, from EUR 3,010 thousand in 2018 to EUR 3,561 thousand in 2019. This increase was largely attributable to organic growth based on new Cyber Protection products. Revenue from contracts with customers in FinTech increased by 69.1%, or EUR 8,672 thousand, from EUR 12,559 in 2018 to EUR 21,231 thousand in 2019 largely due to a larger engagement with FinTech customers using a high volume of external consultants.

18.8.2 Rental income

Rental income decreased by EUR 56 thousand, or 4.5%, to EUR 1,191 thousand in 2019 from EUR 1,247 thousand in 2018. The decrease was primarily driven by the sale of an investment property in 2018.

18.8.3 Other operating income

Other operating income increased by EUR 3,422 thousand, or 836.7%, to EUR 3,831 thousand in 2019 from EUR 409 thousand in 2018. The increase was primarily driven by a positive impact of EUR 3,219 thousand from the deconsolidations relating principally to the sale of Container Solutions (in which Trifork Labs still held a 24% stake on 31 March 2021), which contributed a gain of EUR 3,100 thousand to other operating income. The positive impact on deconsolidation was due to fair value adjustments made upon the sale of such subsidiaries as the fair value of such subsidiaries was increased to reflect the agreed-upon sale price.

18.8.4 Operating expenses

Operating expenses increased by EUR 17,715 thousand, or 22.7%, to EUR 95,813 thousand in 2019 from EUR 78,098 thousand in 2018, principally due to organic and inorganic growth, primarily as a result of the full-year effects of the Testhuset A/S and Invokers A/S acquisitions in 2019 that closed in June 2018 and September 2018, respectively, and in line with revenue growth.

18.8.4.1 Cost of goods and services purchased

Cost of goods and services purchased increased by EUR 6,026 thousand, or 28.0%, to EUR 27,542 thousand in 2019 from EUR 21,516 thousand in 2018, principally due to the increased use of subcontractors over the period and, to a lesser extent, third-party licenses and costs associated with GOTO conferences. Costs of goods sold as a percentage of revenue were 25.9% in 2019 compared to 24.9% in 2018.

18.8.4.2 Personnel costs

Personnel costs increased by EUR 13,228 thousand, or 31.1%, to EUR 55,795 thousand in 2019 from EUR 42,567 thousand in 2018, principally due to an increased number of FTEs and corresponding personnel expense increased, in turn driven by organic and inorganic growth. Increased personnel cost attributable to inorganic growth primarily related to the full-year effects of the Testhuset A/S and Invokers A/S acquisitions in 2019 that closed in June 2018 and September 2018, respectively. Personnel costs increased at a higher rate than revenue principally due to the hiring of more qualified employees at a higher salary level, in particular, to the Cyber Protection business unit and machine learning activities. Personnel costs as a percentage of revenue were 52.4% in 2019 compared to 49.2% in 2018.

18.8.4.3 Other operating expenses

Other operating expenses decreased by EUR 1,539 thousand, or 11.0%, to EUR 12,476 thousand in 2019 from EUR 14,015 thousand in 2018, principally due to a decrease in leases and service cost for leased property by 55.2% to EUR 2,033 thousand in 2019 from EUR 4,543 thousand in 2018. This decrease was mostly as a result of the Group's transition to the IFRS 16 reporting standard for leasing from 1 January 2019, resulting in reduced lease expenses. Comparative figures as at and for the year ended 31 December 2018 are not restated. Other operating expenses as a percentage of revenue were 16.2% compared to 11.7% in 2019.

18.8.5 Earnings before financial items, taxes, depreciation and amortization

Earnings before financial items, taxes, depreciation and amortization increased by EUR 5,571 thousand, or 55.3%, to EUR 15,637 thousand in 2019 from EUR 10,066 thousand in 2018.

The following table presents earnings before financial items, taxes, depreciation and amortization of the different sub-segments of the Trifork segment and the Trifork Labs segment:

	For the years ended at 31 December		2019 vs 2018 (% change)
	2019 (in EUR '000)	2018	
Inspire	(287)	346	(182.9)
Build	12,516	6,940	80.3
Run	5,872	4,287	37.0
Other	(1,902)	(872)	118.1
Trifork Segment	16,199	10,701	51.4
Trifork Labs	(562)	(635)	11.5
Trifork Group	15,637	10,066	55.3

Trifork. Earnings before financial items, taxes, depreciation and amortization in the Trifork segment increased by EUR 5,498 thousand, or 51.4%, to EUR 16,199 thousand in 2019 from EUR 10,701 thousand in 2018, principally due to organic and inorganic growth of revenue from contracts with customers, the positive impact from the deconsolidation of two subsidiaries (accounting for EUR 3,219 thousand of increased earnings) and the Group's transition to the IFRS 16 reporting standard for leasing from 1 January 2019. The positive impact on deconsolidation was due to fair value adjustments made upon the sale of such subsidiaries as the fair value of such subsidiaries was increased to reflect the agreed-upon sale price. The margin for earnings before

financial items, taxes, depreciation and amortization for the Group increased from 11.6% in 2018 to 14.7% in 2019, for the same reasons.

Inspire. The 182.9% decrease in earnings before financial items, taxes, depreciation and amortization in the Inspire sub-segment from 2018 to 2019 was primarily the result of certain non-capitalized investments, including the development of a new mobile application to enhance conference participants' experience and investments in the Group's GOTO YouTube channel.

Build. The 80.3% increase in earnings before financial items, taxes, depreciation and amortization in the Build sub-segment from 2018 to 2019 was primarily driven by improvements in existing business units partly offset by non-capitalized investments related mainly to machine learning and artificial intelligence technologies and the Smart Enterprise business area.

Run. The 37.0% increase in earnings before financial items, taxes, depreciation and amortization in the Run sub-segment from 2018 to 2019 was primarily driven by license sales and improvement of margins on operations.

Trifork Labs. The 11.5% increase in earnings before financial items, taxes, depreciation and amortization in the Trifork Labs segment from 2018 to 2019 was primarily driven by a decrease in the operating cost of the Group's venture-financed research and development.

18.8.6 Depreciation, amortization and impairment

Depreciation, amortization and impairment increased by EUR 3,462 thousand, or 87.9%, to EUR 7,402 thousand in 2019 from EUR 3,940 thousand in 2018, principally due to the organic and inorganic growth, the full-year effects of the Testhuset A/S and Invokers A/S acquisitions in 2019 that closed in June 2018 and September 2018, respectively, and the Group's transition to the IFRS 16 reporting standard for leasing from 1 January 2019.

18.8.7 Earnings before financial items and taxes

Earnings before financial items and taxes increased by EUR 2,109 thousand, or 34.4%, to EUR 8,235 thousand in 2019 from EUR 6,126 thousand in 2018, principally due to organic and inorganic growth of revenue from contracts with customers, the positive impact from the deconsolidation of two subsidiaries (accounting for EUR 3,219 thousand of increased earnings) and the Group's transition to the IFRS 16 reporting standard for leasing from 1 January 2019, partly offset by non-capitalized investments of EUR 3,195 thousand in the aggregate. These non-capitalized investments related mainly to machine learning and artificial intelligence technologies and the Smart Enterprise and Cyber Protection business areas, enhancement of conference participant experience through new application development, operation of the Group's YouTube channel, and entry into a new Cloud partnership with Google.

18.8.8 Financial result

The financial result decreased by EUR 396 thousand, or 4.0%, to EUR 9,508 thousand in 2019 from EUR 9,904 thousand in 2018, attributable to lower positive fair value adjustments on investments in Trifork Labs, which decreased by EUR 475 thousand to EUR 9,524 thousand in 2019 from EUR 9,999 thousand in 2018, a decrease in net interest on debt and an increase in fair value adjustments of liabilities relating to contingent consideration. The changes in fair value adjustments on investments in Trifork Labs segment were due to revised valuations of the Group's investments after new funding rounds.

18.8.9 EBT

EBT increased by EUR 1,712 thousand, or 10.7%, to EUR 17,743 thousand in 2019 from EUR 16,031 thousand in 2018, principally due to other income from the deconsolidation of Container Solutions.

18.8.10 Income tax expense

Income tax expense increased by EUR 133 thousand, or 10.5%, to EUR 1,394 thousand in 2019 from EUR 1,261 thousand in 2018. The Group's effective tax rate was 7.9% in 2019 and 2018. The low tax-rate is primarily due to the high relief on profit from investments in Trifork Labs and to tax credits attributable to research and development activities in the United Kingdom and the Netherlands.

18.8.11 Net income

Net income increased by EUR 1,580 thousand, or 10.7%, to EUR 16,349 thousand in 2019 from EUR 14,769 thousand in 2018, for the foregoing reasons. Net income attributable to shareholders of Trifork Holding AG increased by EUR 1,549 thousand, or 11.3%, to EUR 15,240 thousand in 2019 from EUR 13,691 in 2018. Net income attributable to non-controlling interests increased by EUR 31 thousand, or 2.9%, to EUR 1,109 thousand in 2019 from EUR 1,078 in 2018.

18.9 Liquidity and Capital Resources

18.9.1 Overview

The Group's liquidity requirements, including both its short and long-term requirements, are primarily financed by the Group's cash flow from operating activities, liquid funds and credit facilities. It is the Group's policy in connection with credit facilities, while taking pricing into account, to seek maximum flexibility by diversifying borrowing by maturity and counterparties. The Group's liquidity reserve consists of cash and cash equivalents and unutilized credit facilities. See "*Financing Arrangements and Commitments*". The Group aims to have sufficient cash resources to continue to act appropriately in case of unforeseen demands for liquidity.

Where the Group has acquired companies, the Group has historically sought to finance a significant portion of its acquisition costs through borrowings (ordinarily, approximately 50% of the total cost of each such acquisition, although in the case of the Group's acquisition of Nine A/S, a larger acquisition relative to the Group's previous acquisition targets, the Group determined to initially finance approximately 90% of the costs of the acquisition by means of external borrowings). The acquisition of Nine A/S was financed using a six-to-twelve month bridge loan and a four-year term financing, each facility amounting to DKK 120 million. The bridge loan was repaid in March 2021.

18.9.2 Working Capital

The Group defines net working capital as its current assets less its current liabilities. The most significant components of the Group's working capital are other current financial liabilities and trade receivables, including contract assets (assets from revenue that is recognized but not yet invoiced).

Current financial liabilities comprise the current portion of financial liabilities relating to financing activities and financial liabilities related to business combinations and acquisitions of non-controlling interests. Trade receivables comprise payments due to the Group by its customers and are generally on repayment terms of 20 to 60 days. The aging of the Group's trade receivables as at 31 December 2020, 2019 and 2018 are shown in the table below:

	As at 31 December		
	2020	2019	2018
	(in EUR '000)		
Trade receivables			
Not due	17,279	14,651	11,110
Due < 30 days	6,018	4,316	4,884
Due 30 - 90 days	1,324	1,122	1,398
Due > 90 days	605	147	702
Total trade receivables	25,226	20,236	18,094
Contract assets	2,107	2,186	2,590
Total trade receivables and contract assets	27,333	22,422	20,684

The Group's trade receivables balance has generally increased over the periods presented due to the growth in the Group's business and the corresponding increase in revenues from contracts with customers over the period, in particular relating to the Build sub-segment.

The Group conducts an allowance analysis at each reporting date using a provision matrix to measure expected credit losses. The provision matrix is a combination of two approaches: a review of individual receivables, and a portfolio approach whereby provision rates are based on the number of days past due for groupings of various customer segments with similar loss patterns (i.e., start-up companies and customers that are not start-up companies). The Group's impairment calculation reflects the probability-weighted outcome and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts

of future economic conditions. If this leads to an estimation that the Group will not be able to collect all outstanding payments, an allowance is recorded.

The Group defines its total net working capital as its trade working capital (comprising trade receivables, trade payables, contract assets and contract liabilities) plus its other working capital, including prepaid expenses, other current receivables and other current liabilities. Other working capital has decreased between 2018 and 2020, mainly due to higher holiday and bonus accruals as a result of the increasing number of FTEs. Seasonality of the Group's net working capital is relatively low and generally affected only by holiday seasons, which impact trade receivables. In addition, other current liabilities have increased between 2018 and 2020, mainly due to short-term loans, accrued bonus payments in relation to the Humio divestment and extended payment terms related to governmental Covid-19 measures. The Group's total net working capital as at 31 December 2020, 2019 and 2018 are shown in the table below:

	As at 31 December		
	2020	2019	2018
	(in EUR '000)		
Trade receivables	25,226	20,236	18,094
Trade payables	(4,754)	(5,774)	(3,650)
Contract assets	2,107	2,186	2,590
Contract liabilities	(4,015)	(2,492)	(3,440)
Trade working capital	18,564	14,156	13,594
Prepaid expenses	2,260	1,465	972
Other current receivables	559	1,201	288
Other current liabilities	(15,788)	(9,574)	(8,406)
Other working capital	(12,969)	(6,908)	(7,146)
Total net working capital	5,595	7,248	6,448

18.9.3 Working Capital Statement

In the opinion of the Group, the working capital available to the Group is at the time of the completion of the Offering sufficient for its present requirements and for the twelve months following the date of this Offering Circular.

18.9.4 No Significant Change

Since the end of the period covered by the Unaudited Consolidated Interim Financial Statements, there has been no significant change to the Group's financial position.

18.9.5 Cash flow analysis

The following table presents the primary components of the Group's cash flow for the years ended 31 December 2020, 2019 and 2018 and for the three months ended 31 March 2021 and 2020, respectively.

	For the three months ended 31 March (unaudited)		For the years ended 31 December		
	2021	2020	2020	2019	2018
	(in EUR '000)				
Net cash flow from (used in) operating activities	(1,760)	3,663	17,787	10,514	6,563
Net cash flow from (used in) investing activities	57,078	(3,834)	(31,516)	(4,560)	(1,358)
Net cash flow from (used in) financing activities	(23,860)	(169)	25,877	(9,850)	(1,109)
Foreign exchange differences on cash and cash equivalents	86	(105)	(143)	161	(8)
Change in cash and cash equivalents	31,544	(445)	12,005	(3,735)	4,088
Cash and cash equivalents at the beginning of the period	17,957	5,952	5,952	9,687	5,599
Cash and cash equivalents at the end of the period	49,501	5,507	17,957	5,952	9,687

18.9.5.1 Cash flow from operating activities

Net cash used in operating activities was EUR (1,760) thousand for the three months ended 31 March 2021 compared to net cash flow from operating activities of EUR 3,663 thousand for the three months ended

31 March 2020. The decrease was principally due to changes in net working capital as account receivables (including receivables relating to hardware delivery) increased.

Net cash flow from operating activities increased by EUR 7,273 thousand, or 69.2%, to EUR 17,787 thousand in 2020 from EUR 10,514 thousand in 2019, principally due to the effect from acquisitions and delayed payments of liabilities to Danish government institutions as they extended payment terms as part of Covid-19 support measures.

Net cash flow from operating activities increased by EUR 3,951 thousand, or 60.2%, to EUR 10,514 thousand in 2019 from EUR 6,563 thousand in 2018, principally due to a revise accounting for interest and depreciation following the Group's transition to the IFRS 16 reporting standard for leasing from 1 January 2019 and lower income taxes paid, partly offset by higher non-cash other operating income.

Net cash flow from operating activities grew at a CAGR of 64.6% between 2018 and 2020 and was accompanied by a continuously increasing cash conversion (defined as Adjusted Trifork Segment EBITDA less capital expenditures excluding M&A) of 83.1% in 2020, 81.6% in 2019 and 68.3% in 2018, respectively, as a percentage of Adjusted Trifork Segment EBITDA.

18.9.5.2 Cash flow from investing activities

Net cash from investing activities was EUR 57,078 thousand for the three months ended 31 March 2021 compared to net cash used in investing activities of EUR 3,834 thousand for the three months ended 31 March 2020. This increase was principally due to the Group's cash receipts for the sale of its stake in Humio and, to a lesser extent, due to net repayment of loans granted, partially offset by investments in Trifork Labs and capital expenditures.

Net cash used in investing activities increased by EUR 26,956 thousand, or 591.1%, to EUR 31,516 thousand in 2020 from EUR 4,560 thousand in 2019, principally due to the acquisition of Group companies and, to a lesser extent, investments in Trifork Labs, investments in product development and investment in property, plant and equipment.

Net cash used in investing activities increased by EUR 3,302 thousand, or 235.8%, to EUR 4,560 thousand in 2019 from EUR 1,358 thousand in 2018. This increase was principally due to effects in 2018 related to the sale of investments in Trifork Labs as well as increased investments in Trifork Labs and to a lesser extent loans granted to associated companies in 2019.

The Group generally has limited capital expenditure requirements in relation to property, plant and equipment, related, for example, to the hosting environment in the Run sub-segment. In addition, purchases of intangible assets mainly related to goodwill and customer relationships acquired as part of acquisitions and business combinations. Capital expenditure (excluding M&A activities) represented 3.0% of revenue in 2020 compared to 2.8% and 3.9% in 2019 and 2018, respectively.

18.9.5.3 Cash flow from financing activities

Net cash used in financing activities increased by EUR 23,691 thousand to EUR 23,860 thousand for the three months ended 31 March 2021 from EUR 169 thousand for the three months ended 31 March 2020. This increase was principally due to the accelerated repayment of bank loans (including a portion of the acquisition financing for Nine A/S) with the net proceeds of the sale of Humio and, to a lesser extent, interest and lease payments, the acquisition of non-controlling interests in Erlang, and dividends paid on non-controlling interests in the Group's subsidiaries.

Net cash from financing activities was EUR 35,727 thousand in 2020 compared to net cash used in financing activities of EUR 9,850 thousand in 2019. This development was principally due to increased borrowing mainly related to acquisition financing and financing of investment in Trifork Labs and, to a lesser extent, interest paid, lease payments, the acquisitions of treasury shares and dividend paid to Trifork Holding AG shareholders and to minorities in subsidiaries.

Net cash used in financing activities increased by EUR 8,741 thousand to EUR 9,850 thousand in 2019, from EUR 1,109 thousand in 2018. This increase was principally due to net repayments of loans and interest of EUR 3,969 thousand (2018: EUR 2,990 thousand) and lease payments of EUR 3,674 thousand (2018: nil), reflected as financing activity due to a revised accounting for interest and depreciation following the Group's transition to the IFRS 16 reporting standard for leasing from 1 January 2019, and the acquisition of non-controlling interests of EUR 1,247 thousand related principally to the Group's investment in Invokers A/S. In addition, cash flow from financing activities in 2018 was positively impacted by proceeds from borrowings.

18.10 Financing Arrangements and Commitments

18.10.1 Description of material financing arrangements and commitments

18.10.1.1 DKK 45,000,000 cash pool and overdraft agreement with Danske Bank

Trifork A/S, Trifork Public A/S, Netic A/S and SAPBASIS ApS are parties to an uncommitted cash pool and overdraft facility with Danske Bank. Under the facility, the aforementioned entities are able to draw on facilities up to a maximum aggregate amount of DKK 45,000,000 (subject, in the case of Trifork Public A/S and Netic A/S to certain limitations set out below) to balance out the entities' accounts and finance day-to-day operations. Trifork Public A/S' right to draw under the agreement is limited to a maximum aggregate amount of DKK 4,000,000 while Netic A/S' right to draw under the agreement is limited to a maximum aggregate amount of DKK 5,000,000. The facility is subject to a variable interest rate that, as of the date of this Offering Circular, is priced at a nominal rate of 2.15% per annum. Danske Bank may terminate the cash pool and overdraft facility at any time upon 14 days' notice. The cash pool and overdraft facility is unsecured.

As of 31 March 2021, a total of DKK 9,574,896 has been drawn under the cash pool and overdraft facility.

18.10.1.2 DKK 120,000,000 acquisition loan agreement with Danske Bank

On 20 August 2020, Trifork A/S entered into an uncommitted DKK 120,000,000 acquisition loan agreement with Danske Bank. The purpose of the loan was to finance, in part, the acquisition of Nine A/S. See "*Business—Material contracts—Acquisition of Nine A/S*". The loan is, by its terms, repayable in annual instalments of DKK 30,000,000 per instalment. The loan agreement is subject to a variable interest rate that, as of the date of this Offering Circular, is priced at a nominal rate of 2.15% per annum. The loan agreement is subject to customary terms and conditions and may be terminated by Danske Bank upon 14 days' notice. The loan agreement is guaranteed by the Company and is secured by a pledge on the shares of Nine A/S held by Trifork A/S in favor of Danske Bank. In addition, the loan agreement provides for a negative pledge on the assets of Nine A/S.

As of 31 March 2021, a total of DKK 16,032,291 is outstanding under the acquisition loan agreement.

18.10.1.3 Other term loan agreements

In the ordinary course of business, Trifork A/S has entered into 6 term loan agreements with Danske Bank. Each of these term loan agreements is an uncommitted facility and is based on standard documentation and subject to customary terms and conditions. These term loan agreements may be terminated by Danske Bank upon 14 days' notice.

Capital management at the Trifork Group focuses on safeguarding the Group's ability to generate long term profitable growth and healthy development, generating appropriate return for shareholders and optimizing financial ratios while considering cost of capital. Trifork strives to keep a conservative self-financing ratio in the long term.

18.10.1.4 Overview of interest-bearing loans, facilities and borrowings

The table below presents the terms and maturity of the Group's interest-bearing loans, facilities and borrowings as at 31 March 2021:

	Group					Outstanding Amount as of 31 March 2021 (unaudited)
	Type of Facility	Nominal Interest Rate	Currency	Year of Maturity	Nominal Value	
Trifork A/S, Trifork Public A/S and Netic A/S as borrowers and Danske Bank as Lender	Overdraft facility	2.15%	DKK	N/A	45,000,000	9,574,896
Trifork A/S as borrower and Danske Bank A/S as lender	Term loan	2.1%	DKK	1 May 2021	54,000,000	3,559,918
Trifork A/S as borrower and Danske Bank A/S as lender	Term loan	2.15%	DKK	28 June 2024	120,000,000	16,032,291
Trifork A/S as borrower and Danske Bank A/S as lender	Term loan	2.25%	DKK	1 May 2022	7,400,000	502,378
Trifork A/S as borrower and Danske Bank A/S as lender	Term loan	2.25%	DKK	1 June 2022	18,750,000	1,714,332
Trifork A/S as borrower and Danske Bank A/S as lender	Term loan	2.25%	DKK	3 June 2024	9,000,000	1,210,117
Trifork A/S as borrower and Danske Bank A/S as lender	Term loan	2.25%	DKK	1 April 2024	4,310,000	579,511
Trifork Smart Enterprise A/S as borrower and Danske Bank A/S as lender	Overdraft facility	4.65%	DKK	N/A	5,000,000	4,184
Erlang Solutions Ltd as borrower and Danske Bank A/S, London Branch as lender ⁽¹⁾	Overdraft facility	Danske BOR + 3.25%	GBP	N/A	500,000	3,858
Trifork B.V. as borrower and ABN Amro as lender	Credit facility	3.63%	EUR	N/A	500,000	—
Trifork Holding AG as borrower and Credit Suisse (Switzerland) Ltd. as lender	Credit facility	As agreed between lender and borrower	CHF	N/A	500,000	693,986
Trifork Holding AG as borrower and Credit Suisse (Switzerland) Ltd. as lender	Credit facility	As agreed between lender and borrower	CHF	N/A	500,000	498,631
Trifork Holding AG as borrower and Credit Suisse AG as lender	Term loan	As determined by the bank	GBP	Full amortization as per end April 2021	1,500,000	438,840
Trifork A/S as borrower and Sydbank A/S as lender	Overdraft facility	CIBOR 3 + 2.5% / SY-BOR in USD + 2.5%	DKK and USD	N/A	10,000,000	166,682
Testhuset A/S as borrower and Nordea as lender	Overdraft facility	7.75%	DKK	N/A	500,000	—
Nine A/S as borrower and Sparbank Nord as lender	Credit card financing	—	DKK	N/A	200,000	22,744
Netic A/S as borrower and Toyota Finans as lender	Car financing loan	1.75%	DKK	1 November 2023	370,000	48,440
Trifork A/S as borrower and Semler Retail as lender	Car financing loan	—	DKK	1 April 2028	984,000	132,360
Erlang Solutions Ltd as borrower and Lombard as lender	Hardware financing loan	5.00%	GBP	30 September 2021	43,656	7,509
Total						35,190,676

(1) Repaid in full in April 2021.

18.11 Off-Balance Sheet Arrangements

As at 31 December 2020, the Group's off-balance sheet arrangements consisted of negative pledge agreements. To secure interest-bearing liabilities of EUR 3,360 thousand as at 31 December 2020 (2019: EUR 3,347 thousand; 2018: EUR 3,348 thousand), the Group has entered into negative pledge agreements with respect to the shares held by the Group in Trifork A/S, Trifork GmbH, Trifork B.V. and Trifork Ltd. No repayment of such interest-bearing liabilities is required until an initial public offering of the Group. One loan amounting to DKK 25 million, which may have become repayable at an initial public offering of the Group has been repaid in full. In addition, the Group has entered into negative pledge agreements with respect to the shares held by the Group in Netic A/S and for the assets of Testhuset A/S and Invokers A/S to secure interest-bearing liabilities of EUR 7,563 thousand as at 31 December 2020 (2019: EUR 7,746 thousand; 2018: EUR 8,854 thousand). The Group has also pledged the shares it holds in Nine A/S to secure interest-bearing liabilities of EUR 32,256 thousand as at 31 December 2020 (2019 and 2018: none) until full repayment of the liabilities.

The Company issued a guarantee in favor of a financial institution with respect to the interest-bearing liabilities of a non-consolidated Labs investment of EUR 500 thousand as at 31 December 2019 which was cancelled in 2020 (2018: none).

18.12 Disclosures About Financial Risks

The Group's activities expose it to a variety of risks, including market risks such as currency risk, interest rate risk and equity price risk, and credit risks and liquidity risks. The Group manages its financial risks centrally. The overall framework for financial risk management is defined in the Group's financial policy and approved by the Board of Directors. The following is an overview of the principal financial risks identified by the Group. These risks are also described in the "*Risk Factors*" section of this Offering Circular. See, in particular, "*Risk Factors—Risks Relating to the Group's Business and Operations*".

18.12.1 Market risks

18.12.1.1 Currency risks

The Group is exposed to foreign currency risks. Although the Group reports its operating results in EUR, the major currencies that the different business units in the Group operate in, in addition to the Euro, are the Swiss franc, Danish kroner, U.S. dollar and British pound sterling. Accordingly, changes in the value of the Euro against other currencies will affect the Group's reported revenue, expenses and results of operations. In particular, changes in exchange rates can affect the Group's margins as its revenue in any one currency is not matched by expenses in the same currency. The nature of the Group's operations, however, is that services are most often invoiced to the Group's customers in the same currency that the business unit responsible for such services uses as its functional currency, and thus each of the Group's business units generally has only minor positions in either receivables or liabilities denominated in currencies other than the functional currency. See "*Risk Factors—Risks Relating to the Group's Business and Operations—The Group's operating results may be materially adversely affected by fluctuations in foreign currency exchange rates or restrictions in its ability to convert funds into its operating currencies*" and "*—Principal factors affecting the Group's results of operations—Exchange rates*".

The Group continuously monitors the net exposure to different currencies other than the Group's reporting currency EUR and nets any net exposure internally between the business units within the Group before using any other financial instruments. In the years ended 31 December 2020, 2019 and 2018, the Group did not cover any currency risks through derivative financial instruments. The Group intends to expand its operations in new geographies over time, and currency fluctuations will therefore continue to impact the Group's operating profit as a result of the translation of non-Euro revenue and expenses.

18.12.1.2 Interest rate risks

As a result of the Group's investing and financing activities, the Group is exposed to fluctuations in interest rates in Europe and abroad. The Group's primary interest rate exposure is related to fluctuations in CIBOR and EURIBOR. To a limited extent, the Group is also exposed to interest rate risks relating to its cash balances, which currently bear negative real interest rates due to the current low interest environment.

As of 31 December 2020, the Group had a total net debt of EUR 37,393 thousand (2019: EUR 14,214 thousand; 2018: EUR 11,631 thousand). Each of the Group's credit facilities is subject to variable interest rates, which are re-set every three months and linked by a fixed spread to the development of the general market rate for the currency in which such facility is denominated.

For the Group's bank deposits, liabilities with financial institutions and other liabilities with variable interests, an increase of one percentage point, compared to the balance sheet interest rates, would have a negative impact on earnings before tax and shareholders' equity of EUR 374 thousand. Conversely, a decrease of one percentage point in interest rates would result in an equivalent positive impact.

18.12.1.3 Equity price risk

As a result of its investments in the Trifork Labs segment, the Group is exposed to equity price risks. Changes in the valuations of Trifork Labs' individual investments in turn affect the Group's results of operations and financial positions.

The Group's investments are exposed to a variety of market risk factors, which may change significantly over time. In addition, because of the inherent uncertainty with respect to the valuation of private equity in general, the estimated fair value may differ from the values that would have been used had an active market existed for

the investments and the difference, in respect of any individual investment, could be material. The Group recorded fair value gains with respect to its investments in Trifork Labs in 2020 of EUR 41,259 thousand (2019: EUR 9,524 thousand; 2018: EUR 9,999 thousand).

Measurement of risk 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 predictive value for investments in Trifork Labs. In order to demonstrate the sensitivity of its equity price risk, the average change in the OMX Copenhagen SmallCap index for the reporting period is calculated and used as input to the sensitivity analysis. If the value of the Groups' investments (as at 31 December) had increased or decreased in line with the growth in value of the SmallCap index, and all other variables had been held constant, the average growth in the value of the Group's investments would have been 44.9% and the impact on the Group's earnings before tax would have been EUR 14,616 thousand in 2020 (2019: 16.1%, EUR 5,230 thousand; 2018: (8.6)%, EUR (1,762) thousand).

The maximum amount at risk with respect to Trifork Labs as at 31 December 2020 is the Group's total aggregate investments.

18.12.2 Liquidity risks

The Group's liquidity reserve consists of cash and cash equivalents and unutilized credit facilities. The Group aims to have sufficient liquidity to continue to act appropriately in case of unforeseen demands for liquidity. The maximum amount at risk for contingent consideration liabilities as at 31 December 2020 is EUR 1,099 thousand (representing the difference between the maximum contractual payments contemplated and the carrying amount of such liabilities as at 31 December 2020).

The following table reflects the Group's liquidity reserve as at 31 March 2021:

	As at 31 March 2021
Cash and cash equivalents	49,501
Committed credit lines	35,191
Borrowings from financial institutions	(35,191)
Total	49,501

The following table reflects the carrying amount and contractually-agreed amounts (principal and interest) in respect of the Group's financial liabilities as at 31 December 2020:

	Carrying Amount	Contractual Payments	< 1 year (in EUR '000)	1-5 years	> 5 years
Redemption amount of put-options	24,240	24,328	—	24,328	—
Contingent consideration liabilities	5,378	5,378	1,156	4,222	—
Borrowings from financial institutions	55,350	57,015	35,269	21,738	8
Lease liabilities	21,851	23,273	5,035	15,378	2,860
Total financial liabilities	111,929	115,129	46,268	65,887	2,974

18.12.3 Credit risks

Credit risk is the risk that the Group's contractual counterparties may be unable, or unwilling, to discharge their obligations to the Group, thereby causing the Group to suffer a financial loss. The Group's credit risk is primarily related to receivables, contract assets, cash and other financial assets. The Group's management of credit risk is based on internal credit limits for each customer and counterparty.

18.12.3.1 Receivables and contract assets

Trade receivables and contract assets are subject to active risk management by the Group. Doubtful accounts are assessed for allowance individually. Indications of possible allowance include the significant financial difficulty or insolvency of the customer as well as situations where financial restructuring is deemed probable or situations where the customer has already defaulted. Due to the varied customer structure of the Group, there are no generally applicable credit limits across the Group. Customers' creditworthiness is tested systematically, considering the financial situation, past experience and/or other factors. Risk concentration is limited due to the Group's broad, geographically diversified customer base, which is spread across various different business units operating across the Group's six business areas.

The Group has not held any specific collateral for trade receivables and contract assets for the years ended 31 December 2020, 2019 and 2018, respectively. The Group 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 Group's non-current financial assets and receivables. See "*Audited Consolidated Financial Statements—Consolidated Statement of Financial Position*".

18.12.3.2 Cash and cash equivalents

Current bank balances are held exclusively with banks that have obtained solid credit ratings. The risk of default is mitigated by maintaining business relationships with a number of banks and other financial institutions and by monitoring credit risk continuously.

18.13 Key Accounting Policies

The preparation of financial statements in conformity with IFRS requires Executive Management to make judgements, estimates and assumptions concerning present conditions and future events that cannot be directly derived from existing sources, and that may affect the reported carrying amounts of assets, liabilities, income and expenses. Such judgments, estimates and assumptions are based on historical experience and other relevant factors.

Estimates made, and the assumptions underlying such estimates, are reviewed and reassessed on an ongoing basis, taking into account market conditions. In making such estimates and assumptions, the Executive Management seeks to ensure that one-off effects that are not expected to persist over the long term do not affect the application of the Group's accounting policies. Any changes in the accounting estimates made are recognized in the accounting period in which the change was made as well as in future accounting periods if the change affects the period in which it was made as well as subsequent accounting periods.

For a detailed description of the Group's critical accounting policies, also see note 1, and the further notes referenced therein, to the 2020 Audited Consolidated Financial Statements.

In the financial statements for the year ended 31 December 2020, it is particularly important to note the following assumptions and uncertainties:

18.13.1 Revenue from contracts with customers

Revenue from contracts with customers is recognized when the relevant performance obligation in the contract has been satisfied, either at a single point in time (when the customer has obtained control of the good or service) or over time (where the Group transfers promised services to a customer over time), at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

18.13.1.1 Inspire

Revenue for the Inspire sub-segment is largely generated from ticket sales and sponsor agreements relating to the Group's GOTO conferences, as well as from consulting fees paid in connection with customer-specific workshops. Revenues from events or workshops held are recognized over the period of the event or workshop. Amounts received in advance of planned events or workshops are presented as contract liabilities.

18.13.1.2 Build

Revenue for the Build sub-segment is generated through consulting fees, primarily (approximately 90%) on a time and materials basis, or upon milestones set out in tailored framework agreements and sales from existing concepts. The Group recognizes revenue from customer-specific fixed price software development and consultancy services over time, 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.

18.13.1.3 Run

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

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

- *Hardware.* Revenue from the sale of hardware is recognized when control of the goods passes to the customer, usually upon delivery of the goods.
- *Hosting and security.* The Group provides hosted managed services to its customers offering server hosting, server maintenance and security, among other managed services. 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.

18.13.2 Valuation of equity investments held by Trifork Labs

Equity investments held by Trifork Labs (the Group's venture capital organization) 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.

The fair value of the Group's 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. Because of the inherent uncertainty with respect to the valuation of private equity in general, the estimated fair value may differ from the values that would have been used had an active market existed for the investments and the difference, in respect of any individual investment, could be material, see "*Risk Factors—Risks Relating to the Group's Business and Operations—Valuation methodologies for certain assets involve judgments and assumptions and the fair value of assets could be incorrect, which could result in the misstatement of performance and investment income and, even if the valuation was correct when made, subsequent judgments and assumptions may lead to the Group not being able to realize the valuation recorded in the balance sheet*". Any gain or loss arising from a change in fair value of the investments in Trifork Labs is included in a separate line item in the income statement.

18.13.3 Intangible assets

18.13.3.1 Goodwill

Goodwill is recognized as an asset with an indefinite useful life. It is not amortized but subject to an impairment test annually and whenever there are indications of possible impairment. Executive Management estimates relate to the determination of discount rates, growth rates and expected changes in sales price and production cost in the budgets and terminal value periods. Executive Management considers the projected cash flows to be realistic and built around historical experience and reasonable expectations for future market developments.

Any impairment of goodwill is not subsequently reversed.

18.13.3.2 Other intangible assets

At each reporting date, the Executive Management 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 estimate the recoverable amount of an individual intangible asset (other than Goodwill), the Group estimates the recoverable amount of the smallest cash generating unit to which the asset belongs. The recoverable amount is considered as 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. Any such 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.

18.13.4 Income taxes

Some Group companies utilize carry forward tax losses. These lapse after seven years in Switzerland whereas in most other countries in which the Group operates, no limitation period applies. Deferred taxes are recognized on tax loss carryforwards if it is probable that they can be offset against future taxable profits. If there is uncertainty as to the future earnings development in the relevant Group company, no deferred tax assets are recognized.

18.13.5 Contingent consideration liabilities

In connection with the purchase price determination of acquired subsidiaries, the Executive 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 underlying fair value measurement is usually based on significant unobservable inputs and may significantly change over time.

18.13.6 Redemption amount of put options

The Group has contractual obligations to acquire additional shares in case defined conditions are met and put-options are exercised by the relevant sellers. In order to estimate the Group's financial liabilities under such put options, the Executive Management estimates future cash flows based on contractually-agreed option prices formulas. Such estimates require the Executive Management to make assumptions about relevant input parameters, including future results and may result in significant changes to recognized liabilities in future periods.

18.13.7 Effect of changes in accounting policies

18.13.7.1 IFRS 16

As of 1 January 2019, the Group adopted IFRS 16, using the modified retrospective method of adoption, with a date of initial application of 1 January 2019. Under the modified retrospective method, comparative figures as at and for the year ended 31 December 2018 are not restated. In implementing IFRS 16, the Group has recognized additional lease assets of EUR 14,542 thousand and additional lease liabilities of EUR 14,542 thousand. The equity effect of applying the standard was therefore nil at the date of initial application. For further details, please refer to note II. B. of the Audited Consolidated Financial Statements for the financial year ended 31 December 2019.

19 UNAUDITED PRO FORMA FINANCIAL INFORMATION

19.1 Introduction

The Unaudited Pro Forma Financial Information comprises a pro forma income statement for the year ended 31 December 2020 to give effect to the acquisition of Nine A/S as if it had occurred on 1 January 2020 and is presented for illustrative purposes only to illustrate an effect of the acquisition of Nine A/S by Trifork A/S (the “**Nine Transaction**”) on the Group’s financial information. The Nine Transaction closed on 2 September 2020 from which date Nine A/S has been fully consolidated with the Group. Nine A/S is fully consolidated in the statement of financial position as of 31 December 2020 as reflected in the Audited Consolidated Financial Statements included elsewhere in the Offering Circular. Accordingly, the Unaudited Pro Forma Financial Information only comprise a pro forma income statement for the year ended 31 December 2020.

The Unaudited Pro Forma Financial Information has been prepared in accordance with Annex 20 to the Delegated Prospectus Regulation, as amended, and consistent with the accounting principles applied in the Audited Consolidated Financial Statements.

The Unaudited Pro Forma Financial Information is based upon available information and certain assumptions described in the accompanying notes to the Unaudited Pro Forma Financial Information and that the Company believes are reasonable under the circumstances. The actual impact of the acquisition of Nine A/S on the results and financial position of the Group may materially differ from the assumptions used in the Unaudited Pro Forma Financial Information presented in this Offering Circular. The Unaudited Pro Forma Financial Information has been prepared by the Company for illustrative purposes only and it addresses a hypothetical situation, and is not necessarily indicative of the actual financial position or results of operations of the Group that would have been realized had the acquisition occurred at the dates indicated, nor is it meant to be indicative of any anticipated financial position or future results of operations that the Group will experience going forward. In addition, the pro forma consolidated statement of income does not reflect any expected integration costs, cost savings or synergy benefits that are expected to be generated or incurred and which have not yet been generated or incurred.

The Unaudited Pro Forma Financial Information does not include all information required to be included in financial statements prepared in accordance with IFRS and it should be read together with the historical financial information of the Group included elsewhere in this Offering Circular.

The Unaudited Pro Forma Financial Information was not prepared with a view towards compliance with published guidelines of the SEC, guidelines established by the AICPA or U.S. GAAP for the preparation and presentation of pro forma financial information. Accordingly, the information presented and disclosed in this Offering Circular does not include presentations and disclosures of all information required by the respective guidelines on pro forma financial information.

19.2 Statement by the Board of Directors and the Executive Management of the Company on the Unaudited Pro Forma Financial Information

We have prepared the Unaudited Pro Forma Financial Information as set out on pages 149-152 of the Offering Circular. The basis on which these have been compiled is described in Note 1 “Description of the Nine Transaction and basis of preparation”.

As set out in Note 1, the Unaudited Pro Forma Financial Information has been compiled to illustrate an effect of the Nine Transaction on the Company’s financial performance for the year ended 31 December 2020, as if the Nine Transaction had taken place at 1 January 2020.

The Unaudited Pro Forma Financial Information has been prepared solely as required under the Prospectus Regulation in accordance with Annex 20 to the Delegated Prospectus Regulation, as amended, for the purpose of the Offering.

The Unaudited Pro Forma Financial Information and the accompanying reports have been prepared solely for the purpose of inclusion in the Offering Circular prepared in accordance with the Delegated Prospectus Regulation. Accordingly, the Unaudited Pro Forma Financial Information may not be suitable for any other purposes.

The Board of Directors and the Executive Management believe that the Unaudited Pro Forma Financial Information presented in this Offering Circular has been compiled, in all material respects, on the basis of the applicable criteria and such basis is consistent with the accounting policies of Trifork Holding AG.

It should be noted that the Unaudited Pro Forma Financial Information solely reflects an illustrative calculation of the matters set out. Actual future financial statements may differ materially from this information.

Schindellegi, Switzerland, 17 May 2021

On behalf of Trifork Holding AG

The Board of Directors

Julie B. Galbo
Chairperson

Olivier Jaquet
Deputy Chairperson

Casey Rosenthal
Board Member

Maria Hjorth
Board Member

Lars Lunde
Board Member

Julie B. Galbo: Professional board member

Olivier Jaquet: Professional board member

Casey Rosenthal: CEO and Founder of Verica.io

Maria Hjorth: Professional board member

Lars Lunde: Partner of GRO Capital

The Executive Management

Jørn Larsen
CEO

Kristian Wulf-Andersen
CFO

19.3 Independent auditor's assurance report on the compilation of the Unaudited Pro Forma Financial Information

To shareholders and potential investors

Zurich, 17 May 2021

We as practitioner have completed our assurance engagement to report on the compilation of pro forma financial information of Trifork Holding AG (the “**Company**”) by the Board of Directors and the Executive Management. The pro forma financial information consists of the pro forma income statement for the year ended 31 December 2020 and related notes as set out on in the Offering Circular issued by the Company (the “**Unaudited Pro Forma Financial Information**”). The applicable criteria on the basis of which the Board of Directors and the Executive Management have compiled the Unaudited Pro Forma Financial Information are specified in Annex 20 to the commission regulation (EC) no. 2019/980 as amended (the “**Commission Regulation**”) and described in the notes (applicable criteria).

The Unaudited Pro Forma Financial Information is set out on pages 149-152 of the Offering Circular. The basis on which the Company has compiled the Unaudited Pro Forma Financial Information is described in Note 1 “Description of the Nine Transaction and basis of preparation”.

As set out in notes 1, 2 and 3, the Unaudited Pro Forma Financial Information has been compiled by the Board of Directors and the Executive Management to illustrate an impact of the acquisition of Nine A/S (“**Nine Transaction**”) on the Company's financial performance for the year ended December 31, 2020, as if the Nine Transaction had taken place on 1 January 2020.

As part of this process, information about the Company's financial performance has been extracted by the Board of Directors and the Executive Management from the Company's consolidated financial statements for the year ended 31 December 2020, on which an audit report has been published. The historical financial information 2020 of Nine A/S, adjusted to the Company's accounting policies, is based on the unaudited historical internal financial records of Nine A/S for the period from 1 January 2020 to 1 September 2020, prepared in accordance with the Company's accounting policies.

The Unaudited Pro Forma Financial Information and the accompanying reports have been prepared solely for the purpose of inclusion in the Offering Circular prepared in accordance with the Commission Regulation. Accordingly, the Unaudited Pro Forma Financial Information may not be suitable for any other purposes.

The Board of Directors' and the Executive Management's responsibility for the Unaudited Pro Forma Financial Information

The Board of Directors and the Executive Management are responsible for compiling the Unaudited Pro Forma Financial Information on the basis of the applicable criteria.

Independence and quality control

We have complied with the independence and other ethical requirements of the *Code of Ethics for Professional Accountants* issued by the International Ethics Standards Board for Accountants, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour.

Our firm applies *International Standard on Quality Control 1* and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Practitioner's responsibilities

Our responsibility is to express an opinion, as required by the Commission Regulation, about whether the Unaudited Pro Forma Financial Information has been compiled, in all material respects, by the Board of Directors and the Executive Management on the basis of the applicable criteria.

We conducted our engagement in accordance with International Standard on Assurance Engagements (ISAE) 3420, *Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus*, issued by the International Auditing and Assurance Standards Board. This standard requires that the practitioner plan and perform procedures to obtain reasonable assurance about whether the Board of Directors and the Executive Management have compiled, in all material respects, the Unaudited Pro Forma Financial Information on the basis of the applicable criteria.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the Unaudited Pro Forma Financial Information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the Unaudited Pro Forma Financial Information.

The purpose of pro forma financial information included in a prospectus is solely to illustrate an impact of a significant event or transaction on unadjusted financial information of the entity as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the Nine Transaction on January 1, 2020 would have been as presented.

A reasonable assurance engagement to report on whether pro forma financial information has been compiled, in all material respects, on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Board of Directors and the Executive Management in the compilation of pro forma financial information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- The related pro forma adjustments give appropriate effect to those criteria; and
- The pro forma financial information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the practitioner's judgment, having regard to the practitioner's understanding of the nature of the Company, the event or transaction in respect of which the pro forma financial information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the pro forma financial information.

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

Opinion

In our opinion, the Unaudited Pro Forma Financial Information has been properly compiled on the basis of the applicable criteria and such basis is consistent with the accounting policies of the Company.

Ernst & Young Ltd

Tobias Meyer
Swiss Certified Accountant

Marc Ledermann
Swiss Certified Accountant

19.4 Unaudited pro forma income statement for the financial year ended 31 December 2020

in EUR '000	Trifork Group 1.1.20 - 31.12.20	Nine A/S, adjusted to Trifork's accounting policies, 1.1. - 1.9.20	PPA Adjustments	Unaudited Pro Forma Financial Information 1.1.20 - 31.12.20
Revenue from contracts with customers	115,358	15,121	—	130,479
Rental income	320	—	—	320
Other operating income	770	—	—	770
Operating income	116,448	15,121	—	131,569
Cost of goods and services purchased .	(22,751)	(1,122)	—	(23,873)
Personnel costs	(64,149)	(9,976)	—	(74,125)
Other operating expenses	(12,573)	(713)	103	(13,183)
Operating expenses	(99,473)	(11,811)	103	(111,181)
Earnings before financial items, taxes, depreciation and amortization	16,975	3,310	103	20,388
Depreciation, amortization and impairment	(10,567)	(286)	(1,179)	(12,032)
Earnings before financial items and taxes	6,408	3,024	(1,076)	8,356
Share of results from associated companies	15	—	—	15
Fair value adjustments on investments in Trifork Labs	41,259	—	—	41,259
Other financial income	882	38	—	920
Other financial expenses	(1,474)	(41)	—	(1,515)
Result on foreign exchange	(48)	(0)	—	(48)
Financial result	40,634	(4)	—	40,630
Earnings before tax (EBT)	47,042	3,020	(1,076)	48,986
Income tax expense	(2,384)	(664)	237	(2,812)
Net income	44,658	2,355	(839)	46,174
Attributable to:				
Shareholders of Trifork Holding AG	43,216	1,649	(563)	44,301
Non-controlling interests	1,442	707	(276)	1,873

19.5 Notes to the Unaudited Pro Forma Financial Information

Note 1: Description of the Nine Transaction and basis of preparation

The Unaudited Pro Forma Financial Information consists of the unaudited pro forma income statement for the year ended 31 December 2020 and explanatory notes.

As Nine A/S was already consolidated in the statement of financial position as of 31 December 2020 as reflected in in the Audited Consolidated Financial Statements, an unaudited pro forma statement of financial position as of 31 December 2020 is not prepared and presented.

The Unaudited Pro Forma Financial Information illustrates an effect of the Nine Transaction by the Group, as if the acquisition of Nine A/S had occurred on 1 January 2020.

The Unaudited Pro Forma Financial Information has been prepared solely as required under the Prospectus Regulation in accordance with Annex 20 to the Delegated Prospectus Regulation, as amended, for the purpose of the Offering.

Due to rounding, numbers presented throughout in the Unaudited Pro Forma Financial Information may not add up precisely to the totals provided.

The Unaudited Pro Forma Financial Information is presented in thousands of Euros ("EUR k").

Historical financial information

The Unaudited Pro Forma Financial Information is based on the historical financial information of the Group and the historical financial information of Nine A/S as follows:

1. Group historical financial information

The historical financial information of the Group is derived from the Group's Audited Consolidated Financial Statements as of and for the year ended 31 December 2020 prepared in accordance with IFRS as issued by the IASB and included elsewhere in the Offering Circular.

2. Nine A/S historical financial information adjusted to the Group's accounting policies

The financial information 2020 of Nine A/S, adjusted to the Group's accounting policies, is based on the unaudited historical internal financial records of Nine A/S for the period from 1 January 2020 to 1 September 2020, prepared in accordance with the Group's accounting policies.

Nine Transaction related assumptions

The Unaudited Pro Forma Financial Information reflects a hypothetical situation and is presented exclusively for illustrative purposes. As such, it does not provide for an indication of the results of operations or the financial position of the Group that would have been obtained as of and for the year ended 31 December 2020, had the Nine Transaction been completed on 1 January 2020. Similarly, it does not provide for an indication of the future results of operations or financial position of the Group.

The Nine Transaction is treated as a business combination with the Group being the acquirer of Nine A/S, applying the principles of IFRS 3—Business Combinations.

The Unaudited Pro Forma Financial Information has been prepared reflecting acquisition accounting for intangible assets and related deferred income taxes. The excess of the consideration transferred over the fair value of the acquired Nine A/S identifiable net assets is recorded as goodwill.

The pro forma adjustments are based on available information and certain assumptions that are believed to be reasonable and are detailed in Note 2. Only pro forma adjustments that are directly attributable to the Nine Transaction, that are factually supportable and that can be estimated reliably have been taken into account. For instance, the Unaudited Pro Forma Financial Information does neither reflect any integration costs that may have been or will be incurred following the Nine Transaction nor any potential synergies or cost savings that could result from the Nine Transaction.

Note 2: Adjustments made to the financial information of Nine A/S

For the purpose of the Unaudited Pro Forma Financial Information 2020, purchase price allocation adjustments (the “PPA Adjustments”) have been made to the Nine A/S historical financial information to adjust Nine A/S historical financial information in line with the pro forma presentation requirements:

2a. Currency translation

Due to immaterial changes in the foreign exchange rates for the period (DKK/EUR) between 1 January 2020 and 2 September 2020 (Exchange rate as of 2 September 2020: 0.1344 DDK/EUR (Purchase price allocation) as well as identical business planning, the EUR amounts recorded related to acquisition accounting for the Nine Transaction at the effective acquisition date (2 September 2020) were not adjusted for the purpose of preparing Unaudited Pro Forma Financial Information.

Note 3: Acquisition accounting

The principles applied to account for the Nine Transaction are those defined in IFRS 3—Business Combinations. Refer to Note 4.1 in the Audited Consolidated Financial Statements as of and for the year ended 31 December 2020 for further details on the Nine Transaction and the accounting treatment of such. However, certain relevant features are highlighted below:

(1) Initial cash consideration transferred

The Transaction comprises an initial cash purchase price of EUR k 31,034 at closing.

(2) Contingent consideration arrangements

In addition, the Group delivered 191,000 shares of the Company to the sellers of Nine A/S and entered into a put-option arrangement on these shares. The sellers are entitled to put back 50% of the shares 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. Management considers this arrangement as a contingent consideration and has recognized the fair value of EUR k 4,081 at the acquisition date. The amount of the contingent consideration has not been adjusted for the purpose of the Unaudited Pro Forma Financial Information.

(3) Acquisition accounting

According to IFRS 3, all assets acquired, and liabilities assumed in a business combination have to be measured at fair value as of the acquisition date. The Unaudited Pro Forma Financial Information reflects acquisition accounting taking into consideration a valuation of the major identifiable assets acquired (intangible assets) and resulting deferred taxes of Nine A/S in line with IFRS 3, as detailed in the table below.

<u>in EUR '000</u>	<u>Nine A/S</u>
Intangible assets	13,567
Right-of-use assets	1,815
Property, plant and equipment	146
Trade receivables	4,814
Other current assets	7,699
Deferred tax liabilities	–2,977
Other non-current liabilities	–3,115
Current liabilities	–8,867
Net assets acquired	13,082
Non-controlling interests	–3,925
Net assets acquired, attributable to shareholders of Trifork Holding AG	9,157
Goodwill	25,958
Purchase price	35,115
of which contingent consideration	4,081
of which Trifork shares transferred	2,390
allocation of Trifork shares transferred, subject to put-option, to contingent consideration	–2,390
of which cash consideration	31,034
Non-controlling interests at the time of acquisition	30.0%

The acquisition accounting adjustments, representing the difference between the book values of the following assets acquired and liabilities assumed, and their fair values have been reflected in the Unaudited Pro Forma Financial Information.

Identifiable intangible assets

Identifiable customer relationships in the amount of EUR k 12,478 and identifiable order backlog in the amount of EUR k 1,089 were identified and recognized at 2 September 2020. The amortization of the intangible assets recognized within the acquisition accounting is based on the estimated remaining useful life of each intangible asset as follows and also applied for the period from 1 January 2020 to 1 September 2020:

Customer relationships: remaining useful life of 10 years

Order backlog: in accordance with contract terms (average remaining contract terms: 2 years)

The amortization of intangible assets recognized as part of the acquisition accounting amounts to EUR k 595, for the period from 2 September 2020 to 31 December 2020. In the Unaudited Pro Forma Financial Information, the amortization expense was adjusted by EUR k 1,179 to reflect the effect of the amortization of customer relationships and order backlog for the period from 1 January 2020 to 1 September 2020.

Tax effects on acquisition accounting adjustments

A deferred tax effect has been considered and calculated on the aforementioned acquisition accounting adjustments (except goodwill), using an average tax rate of 22.0% for the purposes of the Unaudited Pro Forma Financial Information 2020. This tax rate corresponds to the estimated tax rate applicable to Nine A/S.

To calculate the deferred tax adjustment, deferred tax liabilities (“**DTL**”) of EUR k 2,977 were recognized as per the acquisition date. The deferred tax effect related to amortization of intangible assets recognized as part of the acquisition accounting amounts to EUR k 131 for the period from 2 September 2020 to 31 December 2020. In the Unaudited Pro Forma Financial Information, EUR k 259 DTL were released to reflect the effect on the amortization of customer relationships and order backlog for the period from 1 January 2020 to 1 September 2020.

M&A and Transaction Costs of the Nine Transaction

The transaction costs of the Nine Transaction which arose in 2020 amount to EUR k 103. These transaction costs, which had been recognized by the Group in 2020, have been reversed in the Unaudited Pro Forma Financial Information, as they were incurred before the actual acquisition.

20 CONSOLIDATED PROSPECTIVE FINANCIAL INFORMATION FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2021

20.1 Statement by the Board of Directors and Executive Management

The Company has for the purpose of this Offering Circular prepared and presented the consolidated prospective financial information for the financial year ending 31 December 2021, including the principal assumptions stated under “*Methodology and Assumptions*”.

The consolidated prospective financial information for the financial year ending 31 December 2021 has been compiled and prepared on a basis which is both comparable with the Audited Consolidated Financial Statements and consistent with the Company’s accounting policies presented in the Company’s audited consolidated financial statements as of and for the financial year ended 31 December 2020.

The consolidated prospective financial information for the financial year ending 31 December 2021 is based on a number of factors, estimates and assumptions, many of which are outside of the Company’s control or influence. The principal assumptions upon which the Company has based the consolidated prospective financial information for the financial year ending 31 December 2021 are described under “*Methodology and Assumptions*”.

The consolidated prospective financial information for the financial year ending 31 December 2021 represents the best estimates of the Board of Directors and Executive Management at the date of this Offering Circular. The Group’s actual results are likely to be different from the consolidated prospective financial information for the financial year ending 31 December 2021, since anticipated events may not occur as expected. The variation may be material. Prospective investors should read the consolidated prospective financial information for the financial year ending 31 December 2021 in this section in conjunction with “*Risk Factors*” included elsewhere in this Offering Circular. See also “*Special Notice Regarding Forward-Looking Statements*”.

Schindellegi, Switzerland, 17 May 2021

On behalf of Trifork Holding AG

The Board of Directors

Julie B. Galbo
Chairperson

Olivier Jaquet
Deputy Chairperson

Casey Rosenthal
Board Member

Maria Hjorth
Board Member

Lars Lunde
Board Member

Julie B. Galbo: Professional board member

Olivier Jaquet: Professional board member

Casey Rosenthal: CEO and Founder of Verica.io

Maria Hjorth: Professional board member

Lars Lunde: Partner of GRO Capital

The Executive Management

Jørn Larsen
CEO

Kristian Wulf-Andersen
CFO

20.2 Introduction

The Company has prepared the consolidated prospective financial information for the financial year ending 31 December 2021 for use in this Offering Circular in accordance with applicable laws and regulations. Such information is the responsibility of the Board of Directors and Executive Management.

The consolidated prospective financial information is necessarily based upon a number of assumptions and estimates that, while presented with numerical specificity and considered reasonable by the Company, are inherently subject to significant business, operational, economic and competitive uncertainties and contingencies, and upon assumptions with respect to future business decisions that are subject to change.

The Company's expectations as to future developments may deviate substantially from actual developments, and the Group's actual results of operations are likely to deviate, and may deviate materially, from the consolidated prospective financial information for the year ending 31 December 2021. Accordingly, prospective investors should treat this information with caution and not place undue reliance on the expectations set forth below.

20.3 Methodology and assumptions

The consolidated prospective financial information for the financial year ending 31 December 2021 has been prepared for the purpose of this Offering Circular and in accordance with the accounting policies presented in the audited consolidated financial statements of the Group as of and for the financial year ended 31 December 2020 which have been prepared in accordance with IFRS, as adopted by the IASB.

The consolidated prospective financial information for 2021 have been prepared for the purpose of this Offering Circular in accordance with the Group's ordinary forecasting and budgeting procedures and on a basis comparable to the historical financial information included elsewhere in this Offering Circular. However, the prospective financial information is based on a large number of estimates made by the Group based on assumptions about future events, which are subject to numerous and significant uncertainties, for example, caused by business and/or wider economic risks and uncertainties, which could cause the Company's actual results to differ materially from the prospective financial information presented herein.

The consolidated prospective financial information for the financial year ending 31 December 2021 are based on a number of factors, estimates and assumptions. The principal assumptions concerning the future, and other key sources of estimation uncertainty at the date of the consolidated prospective financial information that have a significant risk of causing a material adjustment to the prospective amounts of expenses, assets and liabilities within the period until 31 December 2021, are listed below. The Company has based its assumptions and estimates on information available when the consolidated prospective financial information for the financial year ending 31 December 2021 were prepared.

Certain assumptions, uncertainties and contingencies relating to the consolidated prospective financial information are wholly or partly within the control of the Company, while others are outside or substantially outside the control of the Company.

While the Company has presented the principal assumptions upon which the consolidated prospective financial information for the financial year ending 31 December 2021 are based in the following, it is likely that one or more of the assumptions that the Company has relied upon will not be realized, in whole or in part.

The Group's results of operations could deviate materially from its forecasts as a result of other factors, including but not limited to those described in "*Special Notice Regarding Forward-Looking Statements*" and "*Risk Factors*". For more information regarding principal factors affecting the Group's results of operations, see "*Operating and Financial Review—Principal Factors Affecting the Group's Results of Operations*".

For the purpose of preparing the consolidated prospective financial information for the financial year ending 31 December 2021, the Company has applied the principal assumptions below:

Revenue

- The Group's estimate of revenue for the financial year ending 31 December 2021 assumes organic revenue growth of 10-15%. This assumption is partially within the Group's control.
- The Group's estimate of revenue for the financial year ending 31 December 2021 assumes revenue growth in the Build and Run sub-segments, partially offset by expected declines in revenue in the Inspire sub-segment. This assumption is partially within the Group's control.

- *Build sub-segment.* Within the Build sub-segment, the Group assumes an increase in revenues in the range of 25-35%, primarily in the Digital Health and Smart Enterprise business areas. Within Digital Health, growth is expected to be driven by the further development of new solutions in healthcare due to the Covid-19 pandemic. Within Smart Enterprise, growth is expected to be driven by increased work with existing customers as well as engagements with new customers and the acquisitional growth from the Nine A/S acquisition (from January to August). This assumption is partially within the Group's control.
- *Run sub-segment.* Within the Run sub-segment, the Group assumes an increase in revenues in the range of 12-20%, primarily in the Cyber Protection business area as further investments are expected to be made to scale the Group's product offering. This assumption is partially within the Group's control.
- *Inspire sub-segment.* Within the Inspire sub-segment, the Group assumes a decrease in revenues in the range of 15-37% resulting from the continuing impact of Covid-19 pandemic, including expected continuing limitations on the Group's ability to conduct physical GOTO conferences. This assumption is largely outside the Group's control.
- The Group's estimate of revenue for the financial year ending 31 December 2021 includes the effect of the Nine A/S acquisition which was consolidated in the Group's financial statements beginning in September, 2020. In the guidance for 2021, the Group assumes no other significant acquisitions impacting the year ending 31 December 2021. This assumption is entirely within the Group's control.

The Group's estimates for the financial year ending 31 December 2021 are primarily based on historic experience, existing order backlog and current market expectations. Such estimates are dependent on a wide range of factors some of which are partially within the Group's control and some of which are out of its control. In part, the Group's revenue trajectory is influenced by its ability to continue to develop products and solutions which is partially within the Group's control. It is also based on assumptions that are outside or substantially outside of the Group's control, including assumptions relating to macro-economic conditions, industry considerations, regulatory changes and limitations (particularly, in light of the Covid-19 pandemic). The Group's estimates assume that there will not be any material change in the competitive or regulatory landscape, and/or other external actions which are significantly outside the Group's control by the Group's customers that could have an adverse effect on the Group's ability to continue its trajectory of product development.

Adjusted EBITDA (non-IFRS) and Earnings before financial items and taxes

- The Group's estimate of Adjusted EBITDA and Earnings before financial items and taxes for the financial year ending 31 December 2021 assumes increased in EBITDA margins in the Build and Run sub-segments, partially offset by assumed declines in the EBITDA margin in the Inspire sub-segment.
 - *Build sub-segment.* Within the Build sub-segment, the Group assumes that EBITDA margins will be in the range of 18-20%. This assumption is partially within the Group's control.
 - *Run sub-segment.* Within the Run sub-segment, the Group assumes that EBITDA margins will be in the range of 21-23%, largely in line with the EBITDA margins in the Run sub-segment for the year ended 31 December 2020 with an expected small increase due to the Group's continued focus on developing recurring revenue (primarily from licenses and royalties, hosting, operations and support agreements and long-term service contracts covering periods greater than twelve months). This assumption is partially within the Group's control.
 - *Inspire sub-segment.* Within the Inspire sub-segment, the Group assumes that EBITDA margins will be in the range of (72-83%), contributing negatively to overall Group expected EBITDA margins due to lockdowns as a continuing impact of Covid-19. This assumption is largely outside the Group's control.
 - *Other sub-segment.* Within the Other sub-segment, the Group assumes an Adjusted EBITDA loss of EUR 1.0 million due in part to the Offering (including a reallocation of resources from the Build sub-segment) an increase in overhead costs and the impact of Covid-19 on conference facilities. This assumption is partially within the Group's control.
- The Group's estimate of Adjusted EBITDA for the financial year ending 31 December 2021 assumes a decrease in depreciation and impairments to be in the range of EUR 6 million to EUR 8 million,

principally as a result of lower expected levels of depreciation and impairments in the Run sub-segment. This assumption is partially within the Group's control.

- The Group's estimate of Adjusted EBITDA for the financial year ending 31 December 2021 assumes amortization of organic intangibles in the range of EUR 2.8 million to EUR 3.4 million, in line with the year ended 31 December 2020. Of this amount, the Group expects approximately one-third to relate to organic intangibles and two-thirds to related to inorganic intangibles. This assumption is partially within the Group's control.
- The Group's estimate of Adjusted EBITDA and Earnings before financial items and taxes for the financial year ending 31 December 2021 assumes Offering related costs in the range of EUR 1.6 million to EUR 2.0 million. This assumption is partially within the Group's control.
- The Group's estimate of Adjusted EBITDA for the financial year ending 31 December 2021 assumes costs related to exits and financings of the Trifork Labs business to be in the range of EUR 0.9 million to EUR 1.5 million. This assumption is partially within the Group's control.

Adjusted EBITDA is not a measure of financial performance under IFRS. This measure is defined in the section "*Operating and Financial Review—Non-IFRS Financial Measures and Other Key Performance Indicators*" to which the Company refers. This measure is used by management to monitor the underlying performance of the Group's business and operations. Not all companies may calculate this measure in the same manner or on a consistent basis, and as a result, the Group's presentation of such measure may not be comparable to measures used by other companies under the same or similar names. Accordingly, this non-IFRS measure should not be used alone or as a substitute of an IFRS financial measure as operating profit, net profit or other financial measure computed in accordance with IFRS.

20.4 Prospective financial information for the financial year ending 31 December 2021

Expectations for the Financial Year Ending 31 December 2021

- The Group expects revenue to be between EUR 140 million and EUR 150 million.
- The Group expects Earnings before financial items and taxes to be between EUR 12.8 million and EUR 14.8 million.
- The Group expects Trifork Segment Adjusted EBITDA to be between EUR 23.7 million and EUR 28.5 million.

See "*Special Notice Regarding Forward-Looking Statements*".

The Group's financial and operational performance is affected by various factors. See "*Operating and Financial Review—Principal Factors Affecting the Group's Results of Operations*". For a discussion of certain factors that may have an adverse effect on the Group's operational and financial performance, see "*Risk Factors*".

21 BOARD OF DIRECTORS, EXECUTIVE MANAGEMENT AND KEY EMPLOYEE

21.1 The Board of Directors

The Company's Articles of Association provide that the Board of Directors of the Company shall consist of a minimum of three members, including the chairperson of the Board of Directors (the "**Chairperson**").

As of the date of this Offering Circular, the Board of Directors consists of five members (including the Chairperson).

21.1.1 Election and Term of Office

By virtue of Swiss law, each member of the Board of Directors, including the Chairperson and each member of the Nomination and Remuneration Committee (as defined herein), is elected to, and may only be removed from, the Board of Directors and the respective function by shareholders' resolution. All elections are made individually and for a term of one year. In this context, a year means the time period between one annual ordinary general meeting and the next ordinary general meeting or, if a member is elected at an extraordinary general meeting between such extraordinary general meeting and the next annual ordinary general meeting. Re-election is permitted. If the office of the Chairperson of the Board of Directors is vacant, the Board of Directors shall for the time period until the conclusion of the next annual ordinary general meeting appoint a substitute who must be a member of the Board of Directors.

Except for the election of the Chairperson and the members of the Nomination and Remuneration Committee by the general meeting, the Board of Directors organizes itself and will determine the chairpersonship and membership of its committees.

21.1.2 Powers and Duties

The Board of Directors is entrusted with the ultimate direction of the Group and has ultimate responsibility for the business and affairs of the Group. Such direction and responsibility include the duty to select carefully, to instruct properly and to supervise the chief executive officer (the "**CEO**") and the other persons entrusted with the Company's management. It represents the Company vis-à-vis third parties and attends to all matters which have not been delegated to or reserved for another corporate body of the Company by law, the Articles of Association, the Organizational Rules or by other internal regulations.

In accordance with article 18 of the Articles of Association, the Board of Directors may, pursuant to the Company's organizational rules (the "**Organizational Rules**"), delegate fully the operational management of the Company to certain of its members or to other natural persons (the Executive Management). In addition to regulating the functioning of the Board of Directors, the Organizational Rules are intended to organize the management, determine the positions required therefore, define its duties and regulate, in particular, the reporting of the Executive Management to the Board of Directors.

The Board of Directors appoints a secretary, who does not need to be a shareholder or a member of the Board of Directors.

In accordance with, and subject to, Swiss law, the Articles of Association and the Organizational Rules, the Board of Directors has formed an audit and risk committee (the "**Audit and Risk Committee**"), and a nomination and remuneration committee has been elected (the "**Nomination and Remuneration Committee**") as of the date of Admission. See "*—Board Committees—Audit and Risk Committee*", and "*—Board Committees—Nomination and Remuneration Committee*", respectively.

Further, in accordance with, and subject to, Swiss law, the Articles of Association and the Organizational Rules, the Board of Directors has delegated the operational management of the Company's business to the executive management (the "**Executive Management**") which is headed by the CEO pursuant to the Organizational Rules.

21.1.3 Members of the Board of Directors

The Board of Directors currently comprises five members (including the Chairperson). All members of the Board of Directors are non-executive directors.

The following table presents an overview of the members of the Board of Directors:

<u>Name</u>	<u>Born</u>	<u>Position</u>	<u>Independent⁽¹⁾</u>	<u>Year of first appointment</u>	<u>Expiration of term</u>
Julie B. Galbo	1971	Chairperson	Yes	2020	2022
Olivier Jaquet	1969	Deputy Chairperson	Yes	2019	2022
Casey Rosenthal	1978	Board member	No ⁽²⁾	2019	2022
Maria Hjorth	1972	Board member	Yes	2020	2022
Lars Lunde	1973	Board member	No ⁽³⁾	2020	2022

(1) The Company has based its assessment of independence on the basis of the criteria set out in the Corporate Governance Recommendations (as defined below).

(2) Casey Rosenthal is the founder and CEO of Verica.io, a company in which the Group has invested through Trifork Labs.

(3) Lars Lunde is a partner of GRO Capital A/S, a closely associated person to Gro Holding I ApS, a Significant Shareholder.

The Company currently has five board members. Three out of five, including the Chairperson, have been assessed by the Company to be independent as of the completion of Offering.

The business address of the members of the Board of Directors is: Neuhofstrasse 10, CH-8834 Schindellegi, Switzerland.

21.1.4 Biographies

Other than as presented below, none of the members of the Board of Directors have been a member of the administrative, management or supervisory bodies of a company or a partnership or been a partner in a partnership outside the Group within the past five years.

Julie B. Galbo (full name: Julie Birgitte Galbo, born 1971, Danish nationality) has been a member and the Chairperson of the Board of Directors of the Company since 2020. Julie B. Galbo is currently chairman of the board of directors of Fundamental Fondsmæglerselskab A/S and a member of the board of directors DNB Bank ASA, listed on the Oslo Stock Exchange, and Velliv, Pension & Livsforsikring A/S and Testhuset A/S. In the past five years, Julie B. Galbo has previously held various positions within Nordea Bank Abp listed on the Nasdaq Nordic exchanges in Helsinki, Copenhagen and Stockholm (previously Nordea Bank AB), most recently as the Head of Business Risk and member of the Nordea Bank group Executive Management. In addition, Julie B. Galbo has previously been a member of the board of directors of Partnerselskabet af 18. November 2015. Julie B. Galbo holds a Master of Laws from the University of Copenhagen and has supplemented her education with management courses at INSEAD and Copenhagen Business School.

Olivier Jaquet (full name: Olivier Frédéric Jaquet, born 1969, Swiss nationality) has been a member of the Board of Directors of the Company since 2019. Olivier Jaquet was the Chairperson of the Company until 2020 and has since served as Deputy Chairperson of the Company. Olivier Jaquet is currently chairing the board of directors of OJA Invest AG and Northwest Real Estate A and is a member of the board of directors of Jaquet Immobilien AG, Jaquet Beteiligungen AG, Sidoma AG and Parashift AG. Further, Olivier Jaquet is the CEO and Managing Partner as well as vice chairperson of Jaquet Partners AG. Olivier Jaquet holds a Master of Law (Lic.iur) and a PhD of Law from the University of Basel, Switzerland.

Casey Rosenthal (full name: Casey Louis Rosenthal, born 1978, American nationality) has been a member of the Board of Directors of the Company since 2018. Casey Rosenthal is the founder and CEO of Verica.io and is a member of the board of directors of Erlang Solutions Ltd. Casey Rosenthal holds a BA in Philosophy from the Ohio University.

Maria Hjorth (born 1972, Danish nationality) has been a member of the Board of Directors of the Company since 2020. Maria Hjorth currently serves as a member of the board of directors of Asetek A/S, Fondsmæglerselskabet Maj Invest A/S, Maj Invest Equity A/S, and Maj Invest Holding A/S. Within the past five years, Maria Hjorth has previously been the CEO of VP Securities A/S, CEO of Mercer Pensionsrådgivning A/S as well as the CEO and member of the board of directors of Mercer (Danmark) A/S. Maria Hjorth holds a M.Sc. in Economics from the University of Copenhagen and a M.Sc. in Business Psychology from the University of Westminster, London.

Lars Lunde (full name: Lars Christian Lunde, born 1973, Danish nationality) has been a member of the Board of Directors of the Company since 2020. Lars Lunde is a partner of GRO Capital A/S and the CEO of 2xL Holding ApS. Lars Lunde is currently chairing the board of directors of GRO Holding I ApS, GRO Holding II ApS, GRO Holding III ApS, GRO Holding VI ApS, GRO Holding VIII ApS, Act Holding ApS, Tacton AB and Netic A/S and is a member of the board of directors of GRO Holding V ApS, GRO Holding VII ApS,

Tarok Holdco ApS, Adform A/S, GRO Capital A/S and GRO Holding X ApS. In the past five years, Lars Lunde has previously been the CEO and chairperson of the board of directors of GRO Holding IV ApS and member of the board of directors of Queue-IT Holding ApS, Queue-IT Group ApS, Tarok Bidco ApS and Boyum IT Solutions A/S. Lars Lunde holds a M.Sc. in Economics from the University of Copenhagen.

21.1.5 Board Practices

Pursuant to the Articles of Association and the Organizational Rules, the Board of Directors will meet at the invitation of the Chairperson, as often as required to fulfill its duties and responsibilities, but at least seven times each calendar year, and whenever a member of the Board of Directors requests a meeting of the Board of Directors indicating the reasons for such meeting in writing. Board meetings may be held in person, by telephone, or by video conference. At the invitation of the Chairperson, the members of the Executive Management are entitled to be present and to speak at meetings of the Board of Directors, unless otherwise resolved by the Board of Directors and must be present at meetings if so requested by the Board of Directors. As a rule, the CEO and CFO shall be invited to the board meetings. The Executive Management must also provide the Board of Directors with financial and operational information and the Board of Directors must be informed about important matters that have occurred between the meetings of the Board of Directors.

The Board of Directors must regularly revise and update the overall strategy, business and strategy plan of the Company and approve the annual budget for the following financial year. The Board of Directors must annually perform a self-assessment to assess the competencies of the Board of Directors and its individual members and assess the Board of Directors' performance and achievements.

In order to pass resolutions, not less than a majority of the members of the Board of Directors must be participating in the meeting (including participation by phone or video). Except as required by mandatory law, the Board of Directors will adopt resolutions by the absolute majority of the votes present. In case of a tie, the Chairperson, or in her/his absence any other member of the Board of Directors chairing the meeting, has the casting vote. Board resolutions may also be passed in writing by way of circular resolution, provided that no member of the Board of Directors requests oral deliberation (in writing, including by e-mail). Board resolutions by means of a written resolution require the affirmative vote of a majority of all the members of the Board of Directors. Members of the Board of Directors must disclose any actual or potential conflicts of interest. They must abstain from voting and shall not participate in the discussion of any matters which touch upon their own interests or those of persons, organizations or companies close to them. Any agreement between the Company and a member of the Board of Directors and any agreement between the Company and a third party in which a member of the Board of Directors may have specific interests, whether directly or indirectly, requires prior approval of the Board of Directors.

21.1.6 Board Committees

As of the date of Admission, the Board of Directors will have two standing board committees: an Audit and Risk Committee and a Nomination and Remuneration Committee (each, a "**Committee**" and together, the "**Committees**").

Each Committee has its own charters governing its duties, mission and responsibilities as well as the reporting by the Committees. The responsibilities and tasks of the Committees are set out in the respective Committee's charters. The Committees have no decision-making authority of their own and the Board of Directors remains ultimately responsible for the tasks delegated to the Committees by law, the Articles of Association, the Organizational Rules or other internal regulations.

Audit and Risk Committee

The Audit and Risk Committee shall consist of no less than three members appointed by and among the Board of Directors, including the chairperson of the Audit and Risk Committee, and consists of Maria Hjorth as chairperson, Olivier Jaquet and Lars Lunde. The majority of the current members of the Audit and Risk Committee meet the independence requirement set out in the Corporate Governance Recommendations (as defined below), and must continue to meet the independence requirements unless determined otherwise by the Board of Directors. The term of office of the members of the Audit and Risk Committee shall be one year. Re-appointment is permitted. The Audit and Risk Committee shall meet as often as deemed appropriate and no less than four times a year. The Executive Management shall participate in meetings of the Audit and Risk Committee if so requested by the Audit and Risk Committee and the external auditor shall attend at least two meetings per year or the relevant part hereof where the Executive Management is not present.

The duties and responsibilities of the Audit and Risk Committee are primarily set out in the Organizational Rules and the Audit and Risk Committee Charter. The Audit and Risk Committee shall among others assist the Board of Directors with the oversight of the financial reporting process, the statutory audit of the Company's financial report, internal control and risk management systems, related party transactions, social and environmental reporting, 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.

The Audit and Risk Committee reviews the fees, terms and other conditions of engagements, including non-audit services, with the external auditors and monitors the audit process. The external auditors report to the Audit and Risk Committee with respect to audit findings and other recommendations, including issues regarding the accounting policies and financial reporting process. Audit findings and recommendations from the external auditors are reviewed by the Audit and Risk Committee to ensure that any issues are properly addressed, and all material items and conclusions are presented to the Board of Directors.

In accordance with the Recommendations on Corporate Governance of the Danish Committee on Corporate Governance issued in December 2020 (the “**Corporate Governance Recommendations**”), the Company has decided that the Chairperson, from time to time, may not be the chairperson of the Audit and Risk Committee and that the majority of the members of the Audit and Risk Committee are required to meet the independence requirements set out in the Corporate Governance Recommendations, unless determined otherwise by the Board of Directors. In addition, the majority of the members of the Audit and Risk Committee shall have relevant qualifications and experience within accounting or auditing qualifications and collectively, the members shall possess such expertise and experience as to provide an sufficient insight into and oversee the Company's financial affairs and assess the independence of the external auditor.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee shall consist of no less than three members elected annually by the Company's general meeting. Only members of the Board of Directors are eligible for election. The term of office of the members of the Nomination and Remuneration Committee shall be one year and shall end at the next annual general meeting. Re-election is permitted. The chairperson of the Nomination and Remuneration Committee will be appointed by the Board of Directors. The Nomination and Remuneration Committee shall meet no less than two times a year. The Nomination and Remuneration Committee currently consists of Olivier Jaquet as chairperson, Julie Galbo and Casey Rosenthal. The majority of the members of the Nomination and Remuneration Committee must be independent, unless the Board of Directors proposes otherwise to the general meeting. The majority of the current members of the Nomination and Remuneration Committee meet the independence requirements set out in the Corporate Governance Recommendations.

The duties and responsibilities of the Nomination and Remuneration Committee are primarily set out in Swiss Ordinance against Excessive Remuneration in Public Companies (the “**Ordinance Against Excessive Remuneration**”), article 24 of the Articles of Association as well as in the Organizational Rules and the Nomination and Remuneration Committee Charter. With respect to remuneration, the Nomination and Remuneration Committee, in particular, assists the Board of Directors in determining and reviewing the Company's remuneration strategy, remuneration policy and guidelines and the qualitative and quantitative criteria for compensation, and with the preparation of the proposals to the general meeting concerning compensation of the Board of Directors and the Executive Management. Further, the Nomination and Remuneration Committee together with the Executive Management must annually prepare the remuneration report (*Vergütungsbericht*) in accordance with the Ordinance Against Excessive Remuneration. It may submit to the Board of Directors suggestions and recommendations on further compensation matters. With respect to nomination, the Nomination and Remuneration Committee, in particular, supports the Board of Directors in fulfilling its duties relating to succession planning and nomination on a Board of Directors and Executive Management level and annually presents recommendations to the Board of Directors on potential members of the Board of Directors up for election at the annual general meeting. Further, the Nomination and Remuneration Committee shall assess the structure, size, composition and results of the Board of Directors and the Executive Management. Furthermore, the Nomination and Remuneration Committee follows and assesses developments in the field of corporate governance and regularly reviews its structures.

21.2 The Executive Management

The Board of Directors has delegated the operative and day-to-day management of the Company and the Group to the Executive Management headed by the CEO, subject to the duties and powers reserved to the Board of Directors by Swiss law, the Articles of Association or the Organizational Rules. The Executive Management is responsible for implementing and achieving the Company's corporate objectives and for the management and

control of all Group companies. The Executive Management is directly supervised by the Board of Directors and its Committees.

Pursuant to the Organizational Rules and the Nomination and Remuneration Committee Charter, the CEO is appointed upon recommendation by the Nomination and Remuneration Committee, and may be removed by the Board of Directors. The other members of the Executive Management are appointed by the Board of Directors upon recommendation by the Nomination and Remuneration Committee, and may be removed by the Board of Directors.

21.2.1 *Members of the Executive Management*

The Executive Management is headed by the CEO and comprises two members, specifically the CEO and the Chief Financial Officer (“CFO”). As Trifork A/S, a subsidiary of the Company, has previously been admitted to trading and official listing on Nasdaq Copenhagen, the Executive Management has experience from managing and operating a listed company.

The following table presents an overview of the current members of the Executive Management:

<u>Name</u>	<u>Position</u>	<u>Year of first employment with the Group</u>	<u>Year of appointment to current position</u>
Jørn Larsen ⁽¹⁾	CEO	1996	1996 ⁽¹⁾
Kristian Wulf-Andersen	CFO	2007	2007

(1) Jørn Larsen co-founded the Group in 1996 and assumed a position as CEO of Trifork A/S and subsequently became CEO of the Company at its incorporation in 2014.

The business address of the members of the Executive Management is: Neuhofstrasse 10, CH-8834 Schindellegi, Switzerland.

21.2.2 *Biographies*

Other than as presented below, none of the members of the Executive Management have been members of the administrative, management or supervisory bodies of a company or a partnership or a partner in a partnership outside the Group within the past five years.

Jørn Larsen (born 1966, Danish nationality) co-founded and has been the CEO of the Company since 2014. Jørn Larsen began his professional career with A.P. Møller in 1983. Later he became a graduate engineer in computer science and began working in the IT-business in 1993, initially at University of Aalborg and later at Dator A/S. In 1996, Jørn Larsen co-founded Eastfork Object Space A/S (now Trifork A/S) where he was the CEO from 1996 and until 2014 where he co-founded and became CEO and board member of the Company. Further, Jørn Larsen is the CEO of Trifork GmbH. In the past five years, Jørn Larsen has held numerous positions as member of the board of directors in entities within the Group and was a member of the board of directors of Blackbird II ApS.

Kristian Wulf-Andersen (born 1971, Danish nationality) joined the Group in 2007, when he became group CFO of Trifork A/S and in 2014 he became CFO of the Company. Kristian Wulf-Andersen is the CEO of Trifork Academy and Software Solutions SL, CFO in Trifork GmbH and is a member of the board of directors of EDIA B.V and Trifork BV. In the past five years, Kristian Wulf-Andersen was previously the CFO of Trifork Finance AG and a member of the board of directors of the Company and Programmable Infrastructure Solutions AG.

21.3 *Key Employee*

The Key Employee supports the Executive Management in the day-to-day management within their functional areas and acts as the deputy CEO of the Group as well as the Chief Commercial Officer of Digital Health in

the Group. In addition, the Key Employee is the Managing Director of Trifork Public A/S. The following table presents the Group's current Key Employee:

<u>Name</u>	<u>Position</u>	<u>Year of first employment with the Group</u>	<u>Year of appointment to current position</u>
Jesper Grankær Carøe	Managing Director of Trifork Public A/S and Deputy-CEO of the Group	2000	2019

The business address of the Key Employee is Europaplads 2, 1., C/O Trifork Public A/S, DK-8000, Aarhus C, Denmark.

Biographies

Other than as presented below, the Key Employee has not been a member of the administrative, management or supervisory bodies of a company or a partnership or a partner in a partnership outside the Group within the past five years.

Jesper Grankær Carøe (born 1970, Danish nationality) is the Managing Director of Trifork Public A/S and the deputy CEO of the Group, as well as the Chief Commercial Officer of Digital Health in the Group. Jesper Grankær Carøe holds the positions of chairperson of Dawn Labs A/S, Trifork A/S, Duckwise ApS, Grankær Carøe Holding ApS, ExSeed Health ApS, Dawn Health A/S, and is a board member of Nine A/S and Trifork Public A/S. Further, Jesper Grankær Carøe is the CEO of Grankær Carøe Holding ApS. In the past five years, Jesper Grankær Carøe has previously held positions as the chairperson of ATAH ApS, reQbo ApS and Kähler Medical ApS and been a member of the board of directors of Testhuset A/S and Netic A/S.

21.4 Compensation of the Board of Directors, the Executive Management and the Key Employee

As of the date of Admission, the Company will be subject to the Ordinance Against Excessive Remuneration.

The Ordinance Against Excessive Remuneration contains a “say on pay” approval mechanism for the remuneration of the members of the Board of Directors and the Executive Management pursuant to which the general meeting must vote on the maximum total compensation of the members of the Board of Directors and the Executive Management on an annual basis and with binding effect. In accordance therewith, the Company's Articles of Association provide that the annual general meeting of the Company must, each year, vote separately on the proposals by the Board of Directors regarding the maximum aggregate amount of:

- remuneration for the members of the Board of Directors for the term of office ending at the next ordinary annual general meeting; and
- remuneration for the members of the Executive Management for the following/subsequent financial year.

Where the general meeting refuses approval, the Board of Directors may put forward new proposals for approval at the same annual general meeting, or a subsequent extraordinary or ordinary general meeting, and the Company may pay compensation subject to the subsequent approval.

Where new members of the Executive Management are appointed and the maximum aggregate amount already approved by the general meeting is not sufficient for a specific time period, the aggregate additional consideration payable to the additional members of the Executive Management shall not exceed 40% of the approved maximum aggregate amount (in full not pro rata temporis) of the compensation of the members of the Executive Management for the same period of time for which approval by the general meeting has already been obtained. The approval of the general meeting for this additional remuneration is not required.

The Ordinance Against Excessive Remuneration further requires the Company to set forth in its Articles of Association the principles for the determination of the remuneration of the Board of Directors and the Executive Management. These principles have been included in articles 26-28 of the Articles of Association.

The Ordinance Against Excessive Remuneration also contains remuneration disclosure rules. Pursuant to these rules, the Company will be required to prepare an annual remuneration report for the first time for the financial year ending 31 December 2021. The remuneration report will include, among other things, the individual and aggregate remuneration for the members of the Board of Directors and the aggregate remuneration for the members of the Executive Management, as well as the amount for the highest paid member of the Executive Management. The remuneration report shall be presented annually to the general meeting for a consultative vote.

21.4.1 *Agreements Regarding Compensation with Members of the Board of Directors or the Executive Management*

Pursuant to article 30 of the Articles of Association, mandate agreements with members of the Board of Directors on which the compensation paid to such members is based, and employment agreements with the members of Executive Management may be concluded for a definite or indefinite term. The maximum term of agreements concluded for a definite term shall, in accordance with the Ordinance Against Excessive Remuneration, be one year. Renewal of such agreements is permitted. The maximum termination notice period for agreements of indefinite term shall, in accordance with the Ordinance Against Excessive Remuneration, be 12 months.

The Company may enter into non-compensated or compensated non-competition agreements, if such agreements are commercially justified. The compensation payable for such a non-competition obligation may not exceed the average compensation of the three years preceding the end of the employment relationship.

21.4.2 *Compensation of the Board of Directors*

Pursuant to article 26 of the Articles of Association, the members of the Board of Directors shall receive a fixed remuneration for their services. Additionally, the Articles of Association provides the possibility of providing variable remuneration to members of the Board of Directors.

The members of the Board of Directors may also be reimbursed for their disbursements and expenses for their travelling in connection with board meetings and may be paid premiums for insurance taken out by such board members, which are in the interest of the Company, as well as insignificant benefits in kind, which shall not count as remuneration. Additional fees may be paid as remuneration for membership in committees or the assumption of special tasks or duties.

The remuneration of the members of the Board of Directors is subject to the limits of the maximum aggregate amounts approved each year by the annual general meeting. It is the Company's policy not to provide variable remuneration, including share-based remuneration, to the members of the Board of Directors.

Compensation paid to members of the Board of Directors are classified as administrative expenses within the statement of loss.

In respect of the financial year ended 31 December 2020, the members of the Board of Directors received EUR 171,000 in total annual fixed fees. No variable remuneration was paid to the members of the Board of Directors in the financial year ended 31 December 2020.

The Company's annual general meeting 2021 has resolved that the members of the Board of Directors for the period between the annual general meeting 2021 and the annual general meeting for 2022 may receive up to an aggregate of CHF 600,000. The proposed maximum total amount does not include the employer's statutory social security contributions, which must be paid by the Company (if any). It is envisaged, that based on this resolution and out of the approved aggregate amount, the members of the Board of Directors shall receive for the financial year ending 31 December 2021 a fixed annual base fee of CHF 30,000, while the Chairperson shall receive a total fixed annual base fee of CHF 110,000 and the Deputy Chairperson shall receive a total fixed annual base fee of CHF 45,000. Ordinary members of the Audit and Risk Committee and the Nomination and Remuneration Committee will receive a supplementary fee of CHF 10,000, respectively, and the chairperson of the Audit and Risk Committee and the Nomination and Remuneration Committee will receive a supplementary fee of CHF 10,000, respectively. The Chairperson, Julie Galbo, shall not receive any compensation in addition to her fixed annual base fee, irrespective of any committee memberships. Further, out of the approved aggregate amount the Deputy Chairperson, Olivier Jaquet, shall receive an additional CHF 50,000 for his extraordinary contribution to the Group's customer development in Switzerland.

The Group has not granted any loans, issued any guarantees or undertaken any other similar obligations to or on behalf of the Board of Directors or any of its members. No member of the Board of Directors is entitled to any kind of compensation upon resignation as a member of the Board of Directors.

The Group has not allocated funds or made provisions for any pension benefits, severance scheme or the like for the Board of Directors and has no obligation to do so.

21.4.3 *Compensation of the Executive Management*

Pursuant to article 26 of the Articles of Association, the remuneration of the members of the Executive Management (which includes the CEO) shall be composed of fixed and variable elements. In addition, the members of the Executive Management are covered by a pension scheme. The variable remuneration comprises

both cash and share-based components. See “—*Incentive Programs*”. In addition, members of the Executive Management may be reimbursed for their disbursements and expenses, which does not count as remuneration. The compensation to the Executive Management is in respect of all of their services provided to the Group and paid out by Trifork GmbH, a wholly-owned subsidiary of the Company.

The remuneration to the members of the Executive Management is subject to the limits of the maximum aggregate amounts approved each year by the annual general meeting. In addition, and within the limits approved by the annual general meeting, the Board of Directors has resolved that the variable remuneration for each member of the Executive Management may not exceed 200% of such member’s annual fixed salary at the time of grant in any given financial year.

The following table presents an overview of the compensation paid by the Group to the CEO and the CFO in respect of the financial year ended 31 December 2020:

<u>EUR thousand</u>	<u>Jørn Larsen</u>	<u>Kristian Wulf-Andersen</u>
Short-term benefits (base compensation—cash)	642	424
Short-term benefits (variable compensation—cash)	863	597
Short-term benefits (social security contributions- cash)	121	82
Post-employment benefits (pension plans)	66	44
Total	1,693	1,147

The Company’s annual general meeting has resolved that the members of the Executive Management (i) for the financial year commencing on 1 January 2021 and ending 31 December 2021 may receive up to an aggregate of CHF 4,400,000, and (ii) for the financial year commencing on 1 January 2022 and ending 31 December 2022 may receive up to an aggregate of CHF 4,400,000, including any and all components of remuneration. The proposed maximum total amount does, however, not include the employer’s statutory social security contributions, which must be paid by the Company.

The remuneration of the CEO and the CFO may include an annual fixed salary, variable remuneration and customary non-monetary benefits such as phone, computer, insurances and internet as well as customary benefits such as company car or company contributions. See also “—*Incentive Programs*”. To foster the alignment of the interests of the members of the Executive Management with those of the shareholders, 50% of the variable remuneration of the Executive Management shall be paid in restricted share units; See “—*Incentive Programs*”.

The Group has not granted any loans, issued any guarantees or undertaken any other similar obligations to or on behalf of the Executive Management.

The Group has not allocated funds or made provisions for any pension benefits (other than required under statutory laws), severance scheme or the like for the Executive Management and has no obligation to do so.

The Group has entered into employment agreements with the Executive Management. According to the terms of such employment agreements, the CEO and the CFO may terminate their employment with the Group by giving 12 months’ notice. The Group may terminate the CEO’s and the CFO’s employment by giving 12 months’ notice. The Executive Management are not entitled to any kind of remuneration upon termination of employment, other than salary and pro-rated bonus payments during their notice period.

Under their respective service contracts, the CEO and CFO are subject to (i) a non-competition clause applying for the term of the employment and, for the CEO, for a period of 12 months after expiry of employment with the Group and (ii) non-solicitation clauses during and for a period of 12 months after expiry of employment with the Group. During the term of his service contract and for a period of 12 months after expiry of employment with the Group, the CEO is prohibited from (directly or indirectly, (including, but not limited to, through partnerships or companies), either for himself or any other person) working (as director, officer or employee) for or advising, dependently, independently or in any other manner, a competitor or a company that is affiliated with a competitor of the Group or any company that belongs to the Group’s business as conducted at the time of termination or expiration of the employment relationship, and shall not invest in or acquire any interest in a competitive entity or person and shall not become involved, either directly or indirectly, in the establishment or operation of a competitive entity or person. However, participations of up to a maximum of 3% in publicly traded companies are exempt from this covenant. The CFO, during the term of his service contract, is prohibited from working for or advising, dependently, independently or in any other manner, a competitor or a company that is affiliated with a competitor of the Group, and shall not establish or acquire an interest in a competitive entity exceeding 2% of its stated capital and nor become involved, either directly or

indirectly, in the establishment or operation of a competitive entity and shall have no direct or indirect interest in such business. During the term of their service contracts and for a period of 12 months after expiry of the employment relationship, the CEO and the CFO are also prohibited from soliciting directly or indirectly, employees, customers, suppliers, who were employees, customers or suppliers at the time of the termination of the employment relationship or within 12 months prior to the termination of the employment relationship. The CEO and the CFO may be liable to pay liquidated damages in case of a breach of the non-solicitation and/or the non-competition clauses, as applicable. No separate compensation are provided to the CEO or the CFO in respect of such non-solicitation clauses and payment for these clauses are deemed included in their general compensation.

21.4.4 Compensation of the Key Employee

Trifork Public A/S, a Group company, has entered into an employment agreement with the Key Employee.

Under the terms of the employment agreement with the Key Employee, the Key Employee is entitled to an annual fixed salary, which is subject to annual negotiation with the Executive Management. Further, Trifork Public A/S covers the Key Employee's car expenses up to DKK 200,000 annually, and the Key Employee receives an annual total remuneration of DKK 150,000 for being a board member of various Group companies from time to time. In addition, the Key Employee is entitled to a customary pension contribution of 10% of the Key Employee's annual fixed salary as well as customary non-monetary benefits.

The Key Employee is subject to a cash-based bonus dependent on the Board of Directors' and the Executive Management's quarterly performance evaluation of the Key Employee, however, the Key Employee's ratings and bonus payouts are ultimately decided by the CEO in his sole discretion. The bonus is paid out quarterly and the aggregate annual bonus cannot exceed 150% of the target bonus of DKK 300,000 (target bonus being 17.5% of the Key Employee's fixed salary). In addition, the Key Employee may be reimbursed for his disbursements and expenses, which does not count as remuneration.

In respect of the financial year ended 31 December 2020, the Key Employee received a total compensation of DKK 2,343,000, which consisted of an annual fixed salary of DKK 1,700,000 as well as cash-based bonus, board remuneration, pension contributions, coverage of car expenses and other customary benefits.

The Group has not granted any loans, issued any guarantees or undertaken any other similar obligations to or on behalf of the Executive Management.

According to the terms of the employment agreement with the Key Employee, the Key Employee may terminate his employment with Trifork Public A/S by giving three months' notice. In the event of termination of the Key Employee by Trifork Public A/S, the Key Employee is entitled to commence garden leave no later than three months after notice is given and Trifork Public A/S has waived the right to set-off other income earned by the Key Employee during the garden leave period. Trifork Public A/S may terminate the Key Employee's employment by giving six months' notice. The Key Employee is not entitled to any kind of remuneration upon termination of employment, other than salary and pro-rated bonus payments during his notice period. In the event of Trifork Public A/S' termination of the Key Employee or by the Key Employee due to Trifork Public A/S' breach of contract, the Key Employee is entitled to an outplacement programme of a value corresponding to one month's salary, excluding VAT.

The Key Employee is subject to a non-solicitation clause applicable during and for a period of 12 months after expiry of employment with Trifork Public A/S. During this period, the Key Employee may not, directly or indirectly, anywhere in the area of business of Trifork Public A/S, on behalf of any competitive business directly or indirectly solicit business from customers of Trifork Public A/S, or request, induce or advise such customers to withdraw, curtail or cancel their business with Trifork Public A/S, whether as a director, officer, agent, employee, consultant, independent contractor, or in any other capacity. For each violation of the clause, the Key Employee will be liable to pay liquidated damages of EUR 20,000. During such 12 months period, the Key Employee will be entitled to a compensation corresponding to approximately 60% of his total annual compensation as an employee.

Other than as set out above, no exceptional or extraordinary agreements, including agreements regarding bonus schemes, other than ordinary incentive schemes and remuneration of the Key Employee resulting in financial obligations for the Group, have been concluded with the Key Employee.

21.5 Incentive Programs

The incentive program for the Executive Management is comprised of cash and share-based components and linked to the achievement of a number of pre-defined targets for each member of the Executive Management.

The targets are proposed by the Nomination and Remuneration Committee and approved by the Board of Directors. The targets include financial as well as non-financial targets on a Group level, and may include components such as key operational objectives on strategic targets and priorities, including revenue growth, profit, cash flow return on invested capital and total shareholder return relative to other benchmark companies or other non-financial targets of strategic, governance or operational nature.

The degree of target achievement for each member of the Executive Management is evaluated on annual basis. Accordingly, the annual variable remuneration for each member of the Executive Management will be determined each year with 50% of such annual variable remuneration being paid out in the form of a cash-based bonus and 50% being awarded in the form of restricted share units (“**Restricted Share Units**”). The cash-based bonus, if any, will be paid out within 30 days following the adoption of the annual report of the Company.

The Restricted Share Units awarded annually on the basis of the annual variable remuneration will be subject to a three-year vesting period with one third vesting each year, subject to customary good and bad leaver provisions. The participants are restricted from disposing of the Shares underlying Restricted Share Units until the end of the three-year vesting period. The number of Restricted Share Units awarded will be calculated on the basis of 50% of the annual variable remuneration and by applying the average closing price of the shares of the Company as quoted on Nasdaq Copenhagen for the five business days following and including the date of publication of the annual report of the Company and rounding down the number of Restricted Share Units to the nearest integer number.

The Company will allocate the Shares underlying vested Restricted Share Units free of charge to the members of the Executive Management each year or, to the extent necessary to validly issue new shares out of the conditional capital, at the par value of such newly issued shares. The Company may choose to provide settlement in cash in lieu of delivering Shares underlying vested Restricted Share Units. The Company expects to cover its obligations to deliver Shares underlying vested Restricted Share Units by acquiring treasury shares or through the issuance of new shares on the basis of conditional capital.

Unvested Restricted Share Units will be forfeited in the event of the resignation or termination of a member of the Executive Management during the vesting period, unless the resignation or termination is due to retirement or disability, by reason of death or by the employer by reason of no wrongdoing on the holder (good leaver). Upon such resignation or termination, the member of the Executive Management will only be entitled to a number of Restricted Share Units proportionate to the period of the vesting period in which the member of Executive Management was employed with the Group.

The Restricted Share Units does not provide a right of dividend (or any voting rights, any pre-emptive rights, subscription rights or any other shareholders’ rights) to its holders until such Shares underlying Restricted Share Units are delivered to the holder.

The aggregate amount of the value of the Restricted Share Units allocated to the members of the Executive Management are subject to annual approval of the total aggregate remuneration paid or to be paid to the Executive Management by the general meeting for each relevant financial year, i.e. the financial year in which such Restricted Share Units are allocated (irrespective of the vesting period).

The Company will, under special circumstances, be entitled to reclaim any variable remuneration (both cash- and share-based) awarded on the basis of data that have been misstated. If and to the extent that any (envisaged) payments to the Executive Management would exceed the aggregate maximum amount approved by a general meeting, the Board of Directors may submit the payment of such additional, exceeding amount to the next ordinary or extraordinary general meeting for separate (retro-active) approval.

21.6 Remuneration in connection with the Offering

Certain employees of the Group will, subject to successful completion of the Offering, be entitled to receive a cash-based bonus due to the extraordinary work associated with the Offering. Neither the members of the Board of Directors, the Executive Management or the Key Employee will be entitled to such bonus. The maximum aggregate amount payable as a result of such bonus is EUR 233,000.

21.7 Statement on Past Records

During the past five years, none of the members of the Board of Directors, the Executive Management or the Key Employee have been (i) convicted of fraudulent offenses; (ii) members of the administrative, management or supervisory bodies or senior managers of companies that have entered into bankruptcy, receivership or liquidation or companies put into administration, other than as set out immediately below; or (iii) subject to any

public incrimination and/or sanctions by statutory regulatory authorities (including designated professional bodies), and have not been disqualified by a court from acting as a member of an issuer's board of directors, executive board or supervisory body or being in charge of an issuer's management or other affairs.

Julie Galbo was until September 2017 a member of the board of directors of Partnerselskabet af 18. november 2015 ApS, CVR no. 37236837, which dissolved after voluntary liquidation in September 2017.

Maria Hjorth was until November 2018 the chairperson of the board of directors and until August 2019 a member of the executive management of Cosmecheck IVS, CVR no. 39059274, which dissolved after voluntary liquidation in August 2019. Further, Maria Hjorth was until December 2018 the chairperson of the board of directors and until August 2019 a member of the executive management of LuNo Holding IVS, CVR no. 39058065, which dissolved after voluntary liquidation in August 2019, and until January 2020 a member of the board of directors of VP SERVICES A/S, CVR no. 30201183, which dissolved due to merger in January 2020.

Lars Lunde was until August 2016 a member of the executive management and until December 2020 chairperson of the board of directors of GRO Holding IV ApS under frivillig likvidation, CVR no. 37890677, which dissolved after voluntary liquidation in April 2021.

Jørn Larsen was until June 2016 a member of the board of directors of ForkID A/S, CVR no. 30919165, which dissolved after voluntary liquidation in February 2020. Further, Jørn Larsen was until February 2018 a member of the board of directors of Trifork AB, organization number SE-556993-3392, which dissolved after voluntary liquidation in March 2019.

Kristian Wulf-Andersen was until August 2016 a member of the board of directors of Trifork Projects Copenhagen A/S, CVR no. 31874696, which dissolved due to merger in August 2016.

Jesper Grankær Carøe was until May 2018 the chairperson of the board of directors of Kähler Medical ApS, CVR no. 32321364, which dissolved by bankruptcy in May 2020. Further, Jesper Grankær Carøe was until July 2019 the chairperson of the board of directors of ATAH ApS, CVR no. 38376284, which dissolved after voluntary liquidation in June 2020.

21.8 Statement on Conflicts of Interest

There are no family ties among the members of the Board of Directors, the Executive Management or the Key Employee.

The Company is not aware of any member of the Board of Directors or the Executive Management or the Key Employee having been appointed to their current position pursuant to any arrangement or understanding with the Significant Shareholders, customers, suppliers or other parties, except for member of the Board of Directors, Lars Lunde, having initially been appointed to the Board of Directors of the Company pursuant to the terms of a shareholders' agreement amongst the Significant Shareholders, which will terminate at the date of Admission.

None of the members of the Board of Directors, or the Executive Management or the Key Employee have conflicts of interest with respect to their duties as members of the Board of Directors, or the Executive Management or as Key Employee except for member of the Board of Directors, Lars Lunde, for the reasons set out in the paragraph above. See also "*Ownership Structure and Shareholders*" for a description of the current ownership interest in the Company held by members of the Board of Directors, or the Executive Management and the Key Employee.

Other than described above and disclosed under "*Related Party Transactions*", none of the members of the Board of Directors, the Executive Management or the Key Employee have positions in other companies which could result in a conflict of interest vis-à-vis such companies, either because the Group has an equity interest in such company or because the Group and the company concerned have an ongoing business relationship. However, the Group may do business in the ordinary course with companies in which members of the Board of Directors, or the Executive Management, or the Key Employee hold positions as directors or officers.

It follows from the Organizational Rules that a member of the Board of Directors or the Executive Management shall not participate in the preparation, discussions or the decision-making process concerning an agreement between the Company (or another company within the Group) and the member in question or concerning legal proceedings between the member in question and the Company (or another company within the Group) or an agreement between the Company (or another company within the Group) and any third party or legal proceedings brought against any third party, if the member in question has a significant interest therein that may conflict with its interests.

21.9 Permitted Activities Outside the Group of Members of the Board of Directors and the Executive Management

As required by the Ordinance Against Excessive Remuneration, the Articles of Association limit the number of functions in superior management or administrative bodies of legal units, other than within the Group, which members of the Board of Directors or the Executive Management are allowed to hold at one time.

Pursuant to article 29 of the Articles of Association, a member of the Board of Directors may hold no more than the following numbers of further mandates in superior governing or administrative bodies of legal entities that are obliged to register themselves in the commercial registry or any comparable foreign register except for the Company and any entity controlled by, or controlling, the Company: (i) up to six mandates in listed firms; (ii) up to 15 mandates in non-listed firms; (iii) up to six mandates in associations, charitable organizations, foundations, trusts and employee welfare foundations that do not pursue a commercial purpose; and (iv) up to ten mandates in firms held at the request of the Company or any entity controlled by the Company.

Pursuant to article 29 of the Articles of Association, a member of the Executive Management may hold no more than the following numbers of further mandates in superior governing or administrative bodies of legal entities that are obliged to register themselves in the commercial registry or any comparable foreign register except for the Company and any entity controlled by, or controlling, the Company: (i) up to one mandate in listed firms; (ii) up to three mandates in non-listed firms; (iii) up to six mandates in associations, charitable organizations, foundations, trusts and employee welfare foundations that do not pursue a commercial purpose; and (iv) up to ten mandates in firms held at the request of the Company or any entity controlled by the Company.

Mandates held in different legal entities under common control or owned by the same beneficial owner shall not count as separate mandates and, thus, not be counted twice, and mandates in firms which are controlled by the Company or which control the Company as well as mandates in entities in which the Company is a direct or indirect minority shareholder shall not be counted. Investment companies and related management and portfolio companies should not be counted twice.

21.10 Description of Internal Control and Financial Reporting Procedures

The Board of Directors, the Audit and Risk Committee and the Executive Management are ultimately responsible for the Group's risk management and internal controls in relation to its financial reporting, and approve the Group's general policies in that regard. The Audit and Risk Committee assists the Board of Directors in overseeing the reporting process and the most important risks involved in this respect. The Executive Management is responsible for the effectiveness of the internal controls and risk management and for the implementation of such controls aimed at mitigating the risk associated with the financial reporting.

The Group has internal control and financial reporting procedures aimed at enabling it to monitor its performance, operations, funding and risk. While the Group continues to improve its procedures and internal control, including documentation of the internal control systems, the Group believes that its reporting and internal control systems enable it to be compliant with disclosure obligations applying to issuers of shares admitted to trading and official listing on Nasdaq Copenhagen. The Group's internal control and financial reporting procedures include, among other things:

- Quarterly consolidated financial information, including consolidated income statement, balance sheet, cash flow results and actual amounts compared with budgeted performance, latest forecast and previous year's performance and explanations of any material deviations. The consolidated quarterly financials are reported to the Executive Management;
- Quarterly reports, including key performance indicators, business development activities and general corporate activities on actual performance compared with most recent forecast, comments of any material deviations and reporting on movements in working capital. The quarterly financial highlights are discussed at quarterly review sessions by the Executive Management and reported to the Board of Directors;
- Liquidity management executed on a weekly basis, with a view to securing the Company's required liquidity through appropriate cash management, and maintaining adequate liquidity reserves at any time. As part of the liquidity management, the company applies controls regarding cash disbursements based on a defined level-of-authority;
- Centralized planning processes including a centrally driven quarterly rolling forecast process in respect of corporate activities, updated "full year estimates" and financial forecasts for the coming 12 months.

The Group has adopted a whistleblower policy and whistleblower procedures.

21.10.1 External auditors

The Group's independent auditors are appointed for a term of one year by the Company's annual general meeting upon recommendation from the Audit and Risk Committee. The Board of Directors assesses the independence and competencies and other matters pertaining to the auditors. The framework for the auditors' compensation and duties, including audit and non-audit tasks, is agreed annually between the Board of Directors and the Group's auditors based on recommendations from the Audit and Risk Committee. The Group has a regular dialogue and exchange of information with its auditors.

21.11 Corporate Governance

The Company is committed to exercising good corporate governance at all times and the Board of Directors will regularly assess rules, policies and practices according to the Corporate Governance Recommendations and other rules and regulations, applicable from time to time. Under the Nasdaq Copenhagen Nordic Main Market Rulebook (the "**Nasdaq Rulebook**"), the Company is permitted to apply either the corporate governance code of its home state, Switzerland, or the Corporate Governance Recommendations as applicable in Denmark. The Company has chosen to apply the Corporate Governance Recommendations on the basis of Denmark being the jurisdiction in which the Company will be listed subject to completion of the Offering and Admission.

In connection with the Offering and with effect from the Admission, the Board of Directors has prepared a statement on the Corporate Governance Recommendations that reflects the compliance of the Company with each of the Corporate Governance Recommendations. To the extent that the Corporate Governance Recommendations are not in conflict with Swiss law or regulations, the Company intends to comply with the Corporate Governance Recommendations in all material respects.

The Company's corporate governance practices are also accounted for in a statement on corporate governance, which is available on the Company's website.

21.12 Independent Proxy

Pursuant to the Ordinance Against Excessive Remuneration and the Articles of Association, the annual general meeting elects on an annual basis an independent proxy for a term ending at the conclusion of the next annual general meeting. Re-election is possible. Eligible are natural persons or legal entities or partnerships.

The independent proxy, which is the only form of institutional proxy for Swiss public companies, is obliged to exercise the voting rights assigned to her/him/it by the shareholders as instructed. If the independent proxy does not receive any specific instructions, she/he/it shall abstain from voting.

The Company will be obliged to ensure that the shareholders can give (i) instructions to the Independent Proxy on any motion on agenda items and (ii) general instructions to the Independent Proxy on unannounced motions on agenda items and on new agenda items. The Company further ensures that instructions to the Independent Proxy can be given in electronic form.

The Company's annual general meeting 2021 has resolved that Mr. André Weber, lic. iur., attorney-at-law is elected as the independent proxy of the Company for the term ending at the conclusion of the annual general meeting 2022.

22 OWNERSHIP STRUCTURE AND SHAREHOLDERS

22.1 Ownership Structure of the Company

As of the date of this Offering Circular, the Company's share capital amounts to CHF 1,880,466.60 and is divided into 18,804,666 registered Shares with a nominal value of CHF 0.10 each. The share capital is fully paid in. See also "*Description of the Shares and Share Capital—Registered Share Capital*".

As at the date of this Offering Circular, Jørn Larsen has informed the Company that he owns, directly and indirectly, 23.98% of the share capital and voting rights of the Company, GRO Capital A/S has informed the Company that it owns 20.00% of the share capital and voting rights of the Company and Kresten Krab Thorup has informed the Company that he owns, directly and indirectly, 17.60% of the share capital and voting rights of the Company.

Other than these Significant Shareholders, the Company is not aware of any person who, directly or indirectly, owns an interest in the Company's share capital or voting rights that is notifiable under Swiss or Danish law as at the date of this Offering Circular.

As at the date of this Offering Circular, the Company had 569 registered shareholders.

As at the date of this Offering Circular, the Company does not hold any treasury Shares.

The Company is offering 940,233 New Offer Shares, as will raise gross proceeds of DKK 141 million. The Selling Shareholders are offering 6,165,647 Existing Offer Shares in the Offering.

In addition, the Selling Shareholders have granted an Over-allotment Option to the Managers, exercisable in whole or in part by the Joint Global Coordinators, to purchase up to 1,065,882 Option Shares at the Offer Price, from the date of Admission until the day 30 calendar days thereafter, solely to cover over-allotments or other short positions, if any, incurred in connection with the Offering. The final number of Option Shares will be adjusted so that it equals 15% of the number of Offer Shares (other than Option Shares).

Upon completion of the Offering, the Company's registered share capital will amount to CHF 1,974,489.90, divided into 19,744,899 Shares with a nominal value of CHF 0.10 each or multiples thereof.

22.1.1 Tables of shareholders

The tables below set out the information of the ownership of the Company as of the date of this Offering Circular (i) on an actual basis and (ii) on an adjusted basis to give effect to the Offering assuming (a) the Over-allotment Option is exercised in full and (b) the Over-allotment Option is not exercised. Based on the information available to the Company, the table below describes the individual shareholdings of those shareholders that hold prior to, and are expected to hold upon completion of, the Offering, directly or indirectly, 5% or more of the Company's voting rights. Each Share carries one vote at a general meeting of the Company and, as such, the number of Shares held by shareholders set forth in the table below is equal to the number of voting rights held by the respective shareholder. See also "*Board of Directors and Executive Board*". The information in the tables on Shares controlled by the Board of Directors, the Executive Management and the Key Employee also include indirect holdings and holdings through other legal entities. In case the shareholding percentages do not sum to 100% in the following table, this is due to rounding.

Shareholder	Prior to the Offering		Upon completion of the Offering			
	Shares held	% of voting rights	No exercise of the Over-allotment Option		Full exercise of the Over-allotment Option	
			Shares held	% of voting rights	Shares held	% of voting rights
Jørn Larsen ⁽¹⁾	4,509,858	23.98%	3,849,140	19.49%	3,809,995	19.30%
GRO Capital A/S ⁽²⁾	3,760,384	20.00%	554,257	2.81%	—	—
Kresten Krab Thorup ⁽³⁾	3,308,840	17.60%	1,603,627	8.12%	1,308,840	6.63%
Other existing Shareholders	7,225,584	38.42%	6,631,995	33.59%	6,454,302	32.69%
New Shareholders	—	—	7,105,880	35.99%	8,171,762	41.39%
Total	18,804,666	100%	19,744,899	100%	19,744,899	100%
Board of Directors						
Julie B. Galbo	3,940	0.02%	3,940	0.02%	3,940	0.02%
Olivier Jaquet	64,145	0.34%	64,145	0.32%	64,145	0.32%
Casey Rosenthal	2,058	0.01%	2,058	0.01%	2,058	0.01%
Maria Hjorth	3,940	0.02%	3,940	0.02%	3,940	0.02%
Lars Lunde (through GRO Holding I ApS and GRO Fund I K/S)	3,760,384	20.00%	554,257	2.81%	—	—
Executive Management						
Jørn Larsen ⁽¹⁾	4,509,858	23.98%	3,849,140	19.49%	3,809,995	19.30%
Kristian Wulf-Andersen ⁽¹⁾	312,539	1.66%	259,529	1.31%	259,470	1.31%
Key Employee						
Jesper Grankær Carøe ⁽¹⁾	193,620	1.03%	142,262	0.72%	136,178	0.69%

(1) Directly and indirectly through Blackbird II ApS, a holding company owned by the CEO, Jørn Larsen, the CFO, Kristian Wulf-Andersen, and, indirectly, the Key Employee, Jesper Grankær Carøe, as well as another employee of the Group. Jørn Larsen holds 78% of the share capital of Blackbird II ApS.

(2) Through GRO Holding I ApS, a direct co-investment vehicle for GRO Fund I K/S, which is managed by GRO Capital A/S.

(3) Directly and indirectly through Kresten Krab Thorup ApS and SSN THORUP ApS.

22.2 The Selling Shareholders

22.2.1 The Significant Shareholders

Jørn Larsen

Jørn Larsen, Neuhofstrasse 24, CH- 8834, Schindellegi, Schweiz, is the CEO and co-founder of the Trifork Group.

GRO Holding I ApS

GRO Holding I ApS is organized under the laws of Denmark under (CVR) no. 36914378 and managed by Lars Lunde as chairperson and Lars Dybkjær as CEO with its registered address at Amaliegade 49, 1. sal, DK-1256 Copenhagen K, Denmark.

GRO Holding I ApS is a direct co-investment vehicle for GRO Fund I K/S, which is managed by GRO Capital A/S. GRO Capital A/S is a Northern European private equity fund manager with an exclusive focus on mature B2B software and tech enabled companies with strong growth prospects. GRO Capital A/S serves as active owners developing portfolio companies with a view to create long-term value. The partners behind GRO Capital A/S have been investors in more than 20 technology and software related companies.

Kresten Krab Thorup Holding ApS

Kresten Krab Thorup Holding ApS is a holding company owned by Kresten Krab Thorup and organized under the laws of Denmark under (CVR) no. 27458394 with its registered office at c/o Trifork A/S, Dyssen 1, Lisbjerg, DK-8200 Aarhus N, Denmark.

22.2.2 Other Selling Shareholders

The Other Selling Shareholders comprise a group of 22 existing shareholders in the Company, including, directly and indirectly, the CFO and the Key Employee and certain other employees of the Group, selling Shares in connection with the Offering.

22.3 Agreements Related to the Ownership of the Company

22.3.1 *Pre-IPO Shareholders' Agreement*

In connection with GRO Holding I ApS' acquisition of 3,638,148 shares with a nominal value of CHF 0.10 in the Company in 2015, a shareholders' agreement was concluded amongst the Significant Shareholders and certain other Shareholders regarding their shareholding in and orderly governance of the Company. This shareholders' agreement, other than certain customary terms inter alia in respect of confidentiality, will in accordance with its terms cease to have effect upon completion of the Offering.

22.3.2 *Irrevocable undertakings to sell shares*

In connection with the Offering, the Other Selling Shareholders have entered into irrevocable undertakings to sell a certain number of Shares in the Company, such Shares constituting Offer Shares, on terms and conditions which the Company considers customary, including an obligation of such Other Selling Shareholders to accept a lock-up undertaking (see "*Plan of Distribution—Lock-up Arrangements*").

22.4 Arrangements which may result in a change in control

There are no arrangements, known to the Company, the operation of which may at a subsequent date result in a change in control of the Company.

23 RELATED PARTY TRANSACTIONS

The Board of Directors and the Executive Management are considered related parties of the Company as they exercise a significant influence on the Company's operations. Related parties also include such persons' relatives as well as undertakings in which such persons have significant interests. Further, related parties include associated companies as well as investments in Trifork Labs entities in which the Group have significant influence. As of the date hereof, the Company is not ultimately controlled by any of its existing Shareholders.

Except as set out below, the Company has not during the periods covered by the historical financial information included in this Offering Circular and up to the date of this Offering Circular undertaken significant transactions with its Board of Directors, Executive Management, the Key Employee, or undertakings outside of the Group in which related parties have significant interests.

With regards to the remuneration paid to the members of the Board of Directors, the Executive Management and the Key Employee see "*Board Of Directors, Executive Management and Key Employee—Compensation of the Board of Directors, the Executive Management and the Key Employee*" and note 8.1 of the Audited Consolidated Financial Statements, as included in this Offering Circular.

During the periods covered by the historical financial information included in this Offering Circular and up to the date of this Offering Circular, the Group has made transactions with related parties, all of which were carried out on arm's length terms, as set out in the tables below. Trifork A/S and Trifork GmbH 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 managements tasks, which have been invoiced at fixed prices to such related parties.

The related party transactions made in the financial years ended 31 December 2020, 2019 and 2018, respectively, and in three months ended 31 March 2021 are set out in the tables below.

in EUR '000	Amounts owed by related parties	Services provided to related parties	Services received from related parties	Leases from related parties	Shares in investments sold to related parties
Three months ended 31 March 2021					
Associated companies	395.8	156.5	16.9	—	—
Investments in Trifork Labs	2,454.9	260.3	0.9	—	—
Board of Directors	—	—	0.2	—	—
Executive Management	64.6	11.9	—	52.4	—
Total	<u>2,915.3</u>	<u>428.7</u>	<u>18.0</u>	<u>52.4</u>	<u>—</u>

in EUR '000	Amounts owed by related parties	Services provided to related parties	Services received from related parties	Leases from related parties	Shares in investments sold to related parties
2020					
Associated companies	359	162	10	—	—
Investments in Trifork Labs	2,454	1,440	234	—	650
Board of Directors ⁽¹⁾	—	—	1	—	—
Executive Management ⁽²⁾	—	23	—	106	—
Total	<u>2,813</u>	<u>1,625</u>	<u>244</u>	<u>106</u>	<u>650</u>
2019					
Associated companies	225	454	63	—	—
Investments in Trifork Labs	2,009	1,188	133	—	400
Executive Management ⁽²⁾	—	10	27	257	—
Total	<u>2,234</u>	<u>1,652</u>	<u>223</u>	<u>257</u>	<u>400</u>
2018					
Associated companies	36	157	324	—	—
Investments in Trifork Labs	1,400	639	20	—	—
Executive Management ⁽²⁾	—	—	—	351	—
Total	<u>1,436</u>	<u>796</u>	<u>344</u>	<u>351</u>	<u>—</u>

(1) Relates to services received by VP Securities in which Maria Hjorth, a member of the Board of Directors, was the CEO at the time of the transaction.

(2) Relates to the lease agreement concerning Dyssen 1, DK-8200 Aarhus N between Trifork A/S and Ejendomsselskab af 1. juni 2012 ApS, a company directly and indirectly co-owned by, among others, the CEO, Kresten Krab Thorup and certain other employees of the Group.

In the period from 1 April 2021 to the date of this Offering Circular, the Company has not entered into any material related party transactions. In the ordinary course of business, Trifork A/S and Trifork GmbH have supplied certain administrative and staff-related assignments for subsidiaries, associated companies and investments, including IT-operations, maintenance, bookkeeping, a shared sales organization and management tasks, which are invoiced at fixed prices to the related parties.

23.1 Transactions with the Board of Directors, the Executive Management and the Key Employee

The Company has not granted any loans, guarantees, or other commitments to or on behalf of any of the members of the Board of Directors, the Executive Management or the Key Employee.

No other significant transactions have taken place with any of the members of the Board of Directors, the Executive Management or the Key Employee during the period presented herein, save as set out in the Audited Consolidated Financial Statements or set out immediately below.

Lease agreement concerning Dyssen 1, DK-8200 Aarhus N between Trifork A/S and Ejendomsselskab af 1. juni 2012 ApS

Trifork A/S leases its premises at Dyssen 1, DK-8200 Aarhus N from a company, Ejendomsselskab af 1. juni 2012 ApS, which is directly and indirectly co-owned by, among others, the Jørn Larsen, Kresten Krab Thorup and certain other employees of the Group. The lease agreement is entered into in accordance with an arm's length principle and on terms which the Company considers customary.

24 DESCRIPTION OF THE SHARES AND SHARE CAPITAL

The following is a summary of material information relating to the Company's share capital, including a summary of certain provisions of the Articles of Association dated 29 April 2021, as well as a brief description of certain provisions of the Swiss Code. This summary does not purport to be exhaustive and should be read in conjunction with the full text of the Articles of Association, as well as in the context of applicable Swiss law.

24.1 General Corporate Information

The Company is a stock corporation organized under the laws of Switzerland in accordance with articles 620 et seq. of the Swiss Code and registered with the commercial register of the Canton of Schwyz on 9 January 2014 under the name Trifork Holding AG with its registered office in Feusisberg, Switzerland and registered domicile at Neuhofstrasse 10, CH-8834 Schindellegi, Switzerland. The Company is registered with the commercial register of the Canton of Schwyz under company registration no. CHE-474.101.854.

The principal purpose of the Company, as set out in article 2 of the Articles of Association, is the acquisition, administration and disposition of participations in all kind of companies in Switzerland and abroad. The Company may hold participations in other companies and acquire, exploit, administer and dispose real estate and intellectual property rights, establish subsidiaries and branch offices in Switzerland and abroad and carry out all acts implicated by its business purpose or which may be appropriate to promote its development or the development of group companies. Further, the Company may directly or indirectly participate in group finance transactions, in particular by providing its direct or indirect shareholders or other group companies loans or by providing security in the form of guarantees, sureties or any other security interest to third parties even if these loans or security interests, which may be provided without charge or fee, lie in the exclusive interest of its direct or indirect shareholders or other group companies.

24.2 Capital Structure

24.2.1 Registered Share Capital

As of the date of this Offering Circular, and prior to completion of the Offering, the share capital of the Company amounts to CHF 1,880,466.60 and is divided into 18,804,666 registered shares with a nominal value of CHF 0.10 each. The share capital is fully paid-in. There are no preference rights or similar rights attached to the Existing Shares.

24.2.2 Changes in the Share Capital

The table set forth below presents the development of the Company's share capital from 1 January 2018 to the date of this Offering Circular.

Date of capital increase	Transaction type	Share capital before change (CHF)	Share capital change (CHF)	Share capital after change (CHF)	Price per Share (EUR)	Number of Shares after change
20 December 2019	Capital increase from authorized share capital ⁽¹⁾	1,853,723	10,000	1,863,723	8.80	18,637,230
16 April 2021	Capital increase from authorized share capital ⁽²⁾	1,863,723	16,743.60	1,880,466.60	8.80	18,804,666

(1) The Shares were subscribed by the Company for the purpose of ensuring a sufficient level of treasury shares to undertake further acquisitions, including the acquisition in SAPBASIS ApS in January 2020 in which the consideration was partly paid in Shares of the Company.

(2) The Shares were subscribed by the Company for the purpose of ensuring a sufficient level of treasury shares to undertake further acquisitions, including the acquisition of Vilea GmbH in April 2021 in which the consideration was partly paid in Shares of the Company.

24.2.3 Conditional Share Capital

In accordance with article 3b of the Articles of Association dated 29 April 2021, the share capital may be increased by a maximum amount of CHF 50,000 by issuing a maximum of 500,000 registered shares with a nominal value of CHF 0.10 each, to be fully paid up, excluding shareholders' subscription rights, by exercising option and/or conversion rights granted to employees of the Company or of Group companies in accordance with a plan to be drawn up by the Board of Directors. The newly issued registered shares shall be subject to the restrictions of article 5 of the Articles of Association

24.2.4 Authorized Share Capital

The ordinary general meeting held on 29 April 2021 approved to renew and create an authorized share capital of the Company in the amount of an aggregate nominal value of CHF 372,744.60, corresponding to 3,727,446 registered Shares to be fully paid up with a nominal value of CHF 0.10 each, corresponding to approximately 19.82% of the share capital of the Company prior to the Offering.

Accordingly, pursuant to article 3a of the Articles of Association, the Board of Directors is authorized to increase the share capital by a maximum amount of CHF 372,744.60 at any time until 29 April, 2023, by issuing up to 3,727,446 registered shares to be fully paid up with a nominal value of CHF 0.10 per share. The Board of Directors shall determine the issue price, the type of contribution, the date of issue, the conditions for the exercise of pre-emptive rights (*Bezugsrechte*) and the start date for dividend entitlement.

According to article 3a of the Articles of Association, the Board of Directors is entitled to restrict or exclude the pre-emptive rights (*Bezugsrechte*) of the shareholders and allocate them to third parties if the new shares are to be used:

- 1) In connection with a listing of shares on domestic or foreign stock exchanges, including, but not limited to, for the purpose of granting an over-allotment option (*greenshoe*); or
- 2) to initial purchasers or underwriters in a placement or offer of shares; or
- 3) for the purpose of national or international offerings of shares in order to broaden the Company's shareholder base or in order to increase the free float or to meet applicable listing requirements; or
- 4) if the issue price of the new shares is determined by reference to the market price; or
- 5) for raising capital in a fast and flexible manner which could only be achieved with difficulty without excluding the pre-emptive rights of shareholders; or
- 6) for the acquisition of companies, parts of companies, participations, products, intellectual property or licenses, or for investment projects or for the financing or refinancing of such transactions through a placement of shares; or
- 7) for purposes of the participation of a strategic partner.

24.3 Participation Certificates and Profit Sharing Certificates

As of the date of this Offering Circular, the Company has not issued any non-voting equity securities such as participation certificates (*Partizipationsscheine*) or profit sharing certificates (*Genussscheine*), nor has it issued any preference shares within the meaning of articles 654 et seq. of the Swiss Code.

24.4 Treasury Shares

As of the date of this Offering Circular, the Company does not hold any Shares in treasury.

24.5 Cross-Shareholdings

As of the date of this Offering Circular, the Company does not have any cross-shareholdings exceeding 5% of the holdings of capital or voting rights on both sides.

24.6 Outstanding Bonds, Conversion and Option Rights

As of the date of this Offering Circular and other than as described herein, the Company has no outstanding bonds or debt instruments convertible into or option rights in the Company's equity.

24.7 Description of Shares

24.7.1 Form of the Shares

The Shares are registered shares with a nominal value of CHF 0.10 each and are fully paid-in and are not subject to further payment obligations. The Shares rank *pari passu* in all respects with each other, including in respect of voting and other membership rights, entitlements to dividends, to a share in the liquidation process in the case of a liquidation of the Company and to pre-emptive rights (*Bezugsrechte*). The Company's share capital is denominated in CHF.

In accordance with the Articles of Association and in accordance with the requirements of the clearing arrangements of SIX SIS and VP Securities, the New Offered Shares will be issued in uncertificated form in

accordance with article 973c Swiss Code (*Wertrechte*) and will be entered in the Company's book of book-entry securities (*Wertrechtbuch*). The New Offered Shares will then be registered in the main register (*Hauptregister*) maintained by SIX SIS and issued in VP Securities and credited to the securities account of each holder of New Offered Shares and thus will become securities held with an intermediary (*Bucheffekten*) within the meaning of the Federal Intermediated Securities Act ("**FISA**").

The Offer Shares will be delivered in book-entry form through allocation to accounts with VP Securities, Weidekampsgade 14, P.O. Box 4040, DK-2300 Copenhagen S, Denmark, through a Danish bank or other institution authorized as custodian. The Shares shall be issued in the name of the holder and recorded, upon request of a shareholder, in the holder's name, in the Company's register of shareholders.

According to the Articles of Association, the Company may issue its registered shares in the form of single certificates, global certificates and uncertificated securities. Subject to applicable law, the Company may convert its registered shares from one form into another form at any time and without the approval of its shareholders. No shareholder has the right to request a conversion of the registered shares issued in one form into another form. The shareholders have no right to demand a conversion into a certain form of registered shares. Each shareholder may, however, at any time request a written confirmation from the Company of the registered shares held by such shareholder, as reflected in the share register maintained by the Company (the "**Share Register**"). Any such confirmation is not a negotiable instrument.

24.7.2 *Transfer of Shares*

Under Swiss law, for as long as the Shares are intermediated securities within the meaning of the FISA, any transfer and collateralization of Shares needs to be made in accordance with the FISA. Specifically, (i) any transfer of Shares is effected by a corresponding entry in the securities deposit account of a bank or a depository institution, (ii) no Shares can be transferred by way of assignment, and (iii) a security interest in any Shares cannot be granted by way of assignment. The Company maintains the Share Register and enters the full name, address and nationality (in the case of legal entities, the company name and registered office) and, to the extent possible, the e-mail addresses of the shareholders and usufructuaries therein. A person recorded in the Share Register must notify the share registrar of any changes of address. Until such notification occurs, all written communication from the Company to persons entered in the Share Register are deemed to have been validly made if sent to the relevant address recorded in the Share Register. Any person who acquires Shares may submit a request to the Company to be entered into the Share Register as a shareholder with voting rights, provided such person expressly declares to the Company that it has acquired and holds such Shares in its own name and for its own account. Any such person that does not expressly state in his or her application to the Company that the relevant Shares were acquired for his or her own account (any such person, a "**Nominee**") may be entered in the Share Register as a shareholder with voting rights with regard to up to 10% of the share capital recorded in the commercial register. Legal persons and groups with joint legal status that are related to one another through capital ownership, voting rights, common control or by other means, as well as all natural and legal persons and groups with joint legal status who act in concert with a view to circumventing a restriction to registration are deemed to be one Nominee. The Board may, after having heard the concerned registered shareholder or Nominee, cancel entries in the Share Register that were based on false or misleading information with retroactive effect as of the date of entry. Any acquirer of Shares who is not registered in the Share Register as a shareholder with voting rights may not vote at or participate in any general meeting of shareholders of the Company, however, this does not restrict the free transferability of the Shares under Swiss law, and the shareholders will still be entitled to dividends and other rights with financial value with respect to such Share. Accordingly, no restrictions apply to the transferability of the Shares, however, see "*Selling Restrictions*" and "*Transfer Restrictions*" for certain restrictions applicable to the Offer Shares.

24.8 General Meetings and Voting Rights

24.8.1 *Convening of meetings*

Under Swiss law and the Articles of Association, an Annual General Meeting must be held within six months after the close of the Company's financial year.

24.8.2 *Voting rights*

At general meetings, each Share carries one vote and each shareholder has equal rights, including equal voting rights.

A shareholder may exercise his/her voting rights and the rights associated therewith at the general meeting if such shareholder has been recorded in the Company's share register with voting rights at the latest on a specific

qualifying day prior to a general meeting as designated by the Board of Directors (cut-off date). The cut-off date will be included in the notice to convene the general meeting. According to the Articles of Association, acquirers of Shares will be recorded in the Share Register as shareholders with the right to vote, subject to certain conditions and restrictions (see “—*Description of Shares and Share Capital—Transfer of Shares*”). Only shareholders who are registered in the Share Register may vote at or participate in the general meetings of the Company. There are, however, no impediments under Swiss law on the free transferability of the Shares, irrespective of being registered in the Share Register or not, and all shareholders are entitled to dividends and other rights with financial value with respect to the Shares they hold, irrespective of being registered in the Share Register.

24.8.3 General Meeting

Under Swiss law and the Articles of Association, an annual general meeting of shareholders must be held within six months after the end of a company's financial year.

The annual general meeting is convened by the Board of Directors or, if necessary, by the Company's statutory auditors. Extraordinary general meetings may be held when deemed necessary by the Board of Directors or the Company's auditors. Liquidators and, in the case of bond issues, representatives of bondholders, may also call a general meeting. Furthermore, extraordinary general meetings must be convened if resolved at a general meeting or within six weeks upon written request by one or more shareholder(s) representing shares with an aggregate nominal value of one million Swiss francs or at least 5% of the Company's share capital registered with the commercial register, provided that such request specifies the agenda items and the motions. Shareholders who individually or jointly represent at least 0.5% of the Company's share capital or Shares with a nominal value of CHF 1 million may request that an item be placed on the agenda of a general meeting of the Company, provided they submit details thereof to the Company in writing at least 45 days in advance of the general meeting concerned.

A general meeting is convened by publishing a notice of such meeting in the Swiss Official Gazette of Commerce at least 21 calendar days but not more than 35 calendar days before the date of the meeting. Registered shareholders will also be invited by letter and/or email. Such publication and letters of invitation must indicate the date, time and place of the meeting, the items on the agenda, the motions proposed by the Board of Directors or by shareholders who have requested the convention of a general meeting or the inclusion of an item on the meeting's agenda.

24.8.4 Representation of Shareholders

Shareholders of the Company may elect to be represented by proxy at the general meetings, by the independent proxy, by their legal representative, or any other person who need not be a shareholder.

The Board of Directors determines the requirements regarding proxies and voting instructions. Article 12 of the Articles of Association provides that the annual general meeting elects an independent proxy for one year. Natural persons as well as legal entities and partnerships are eligible for election. The term of office of the independent proxy ends with the adjournment of the next annual general meeting. Re-election is possible. The duties of the independent proxy are governed by the relevant statutory provisions of Swiss law, in particular the Ordinance Against Excessive Remuneration.

24.8.5 Quorum and Majority Requirements

The Articles of Association do not require a quorum of shareholders to be present at a general meeting in order for such meeting to be duly constituted and/or validly adopt shareholders' resolutions.

Pursuant to Swiss law and the Articles of Association, shareholders' resolutions generally require the approval of an absolute majority of the votes represented at the general meeting, regardless of the number of shareholders present or the number of shares represented, unless otherwise required by Swiss law or the Articles of Association. The resolutions requiring the approval of an absolute majority of the votes represented include, inter alia, amendments to the Articles of Association (with exceptions), the election and removal of the chairperson and the members of the Board of Directors, the members of the Nomination and Remuneration Committee, the auditors and the independent proxy, approval of the annual report and the financial statements, approval of dividends (if any), approval of the aggregate amounts of compensation of the members of the Board of Directors and the Executive Management, and releasing the members of the Board of Directors and the Group Executive Board from any liability for matters disclosed to the general meeting.

Pursuant to Swiss law and the Articles of Association, a resolution passed at a general meeting with a qualified majority of at least two-thirds of the votes represented and the absolute majority of the nominal value of the Shares, each as represented at such meeting (a “**Qualified Majority**”) is required for: (i) changes to a Company’s purpose; (ii) the creation and elimination of shares with privileged voting rights; (iii) the creation, release or abolition of the restrictions on the transferability of registered shares; (iv) an authorized or conditional increase in a Company’s share capital; (v) an increase in a Company’s share capital out of the Company’s equity, against contributions in-kind, for the purpose of an acquisition of assets or involving the grant of special privileges or benefits; (vi) the limitation or withdrawal of pre-emptive rights (*Bezugsrechte*) of shareholders in a capital increase; (vii) the change of the registered office of the Company; (viii) the dissolution of the Company, and (ix) any other cases listed in article 704 para. 1 of the Swiss Code. Qualified Majority requirements apply by law to a merger, demerger or conversion of a company. In addition, the introduction or abolition of any provision of the Articles of Association providing for a higher majority requirement than is prescribed by law must be adopted by such majority.

The chairperson of the general meeting determines the voting procedure.

24.8.6 Shareholders’ Inspection Rights

Under Swiss law, a shareholder may, upon application to the company, inspect the minutes of the general meeting. In accordance with Swiss law, the Company makes its annual report, compensation report and the auditor’s report available for inspection by shareholders at its registered address at least 3 weeks but no more than 5 weeks prior to each Annual General Meeting. Any shareholder may request a copy of these reports in advance of or after the Annual General Meeting. In addition, at a general meeting, a shareholder may request information from the Board of Directors concerning the business and operations of the Company and may request information from the Company’s statutory auditors concerning the performance and results of their audit of the financial statements. The Company may refuse to provide certain requested information to a shareholder if, in its opinion, the disclosure of the requested information would reveal confidential business secrets or infringe other protected interests of the Company.

24.9 Ordinary Capital Increase, Authorized and Conditional Share Capital

Under Swiss law, the share capital of a company may be increased in consideration for contributions in cash by a resolution passed at a general meeting by an absolute majority of the votes represented at the general meeting. An increase in share capital in consideration for contributions in-kind or involving the exclusion of the pre-emptive rights (*Bezugsrechte*) of the shareholders or the conversion of reserves into share capital requires a Qualified Majority resolution. Furthermore, the shareholders of the Company may authorize the Board of Directors, by passing a resolution in the manner described in the preceding sentence, to issue shares of a specific aggregate nominal amount, in each case of up to a maximum of 50% of the existing share capital, in the form of:

- (a) conditional share capital for the purpose of issuing shares, inter alia, (i) to grant conversion rights or warrants to holders of convertible bonds or similar debt instruments, or (ii) to grant rights to employees of the Company or affiliated companies to subscribe for new shares; or
- (b) authorized share capital to be utilized by the Board of Directors within a period not exceeding two years from the approval given in the general meeting.

24.10 Pre-emptive Rights and Advance Subscription Rights

Under Swiss law, any share issue, whether for cash or non-cash consideration, is subject to the prior approval of the shareholders at a general meeting. Shareholders have certain pre-emptive rights (*Bezugsrechte*) to subscribe for newly issued shares and advance subscription rights (*Vorwegzeichnungsrechte*) to subscribe for warrants, convertible bonds, or similar debt instruments with option rights in proportion to the nominal amount of shares held. A resolution adopted at a general meeting by a Qualified Majority may repeal, limit or suspend pre-emptive rights (*Bezugsrechte*) in certain limited circumstances. According to the Articles of Association, the Board of Directors is authorized to limit or withdraw pre-emptive rights (*Bezugsrechte*) in connection with shares issued out of its authorized share capital. Further, the pre-emptive rights (*Bezugsrechte*) and the advance subscription rights (*Vorwegzeichnungsrechte*) of the existing shareholders are excluded in connection with shares issued out of conditional share capital, pursuant to the Articles of Association (see “—*Capital Structure—Authorizations to Increase the Share Capital*” and “—*Capital structure—Conditional Share Capital*”).

24.11 Shareholders' Right to Bring Derivative Actions

Under the Swiss Code, an individual shareholder may bring an action in the shareholder's own name, for the benefit of a company, against a company's directors, officers or liquidators, which seeks to allow a company to recover any damages it has suffered due to the intentional or negligent breach by such directors, officers or liquidators of their duties.

24.12 Redemption and Conversion Provisions

Swiss law does not provide for redeemable shares and, therefore, Swiss corporations may not redeem shares (unless a capital reduction is resolved by the general meeting). However, the Swiss Merger Act provides for the possibility of a so-called "cash-out" or "squeeze-out" merger if the shareholders holding 90% of the outstanding shares of the transferring corporation agree to the merger. In these limited circumstances, minority shareholders of the corporation being acquired may be compensated in a form other than through shares of the acquiring corporation (for instance, through cash or securities of a parent corporation of the acquiring corporation or of another corporation).

Under the Swiss Code, no mandatory conversion provisions exist. If the Company has issued conversion rights, convertible bonds or similar debt instruments in connection with conditional share capital, the holders of such rights may convert their claims into shares subject to the terms and conditions of the applicable instrument.

24.13 Allocation of Annual Net Profit

Dividends may be paid only if a company has sufficient distributable profits from previous years (*Gewinnvortrag*) or freely distributable reserves (*frei verfügbare Reserven*) to allow the distribution of a dividend, in each case, as presented on the Company's annual statutory stand-alone balance sheet prepared in accordance with Swiss law. Swiss law requires that a company retain at least 5% of its annual net profit as general reserves for so long as these reserves amount to less than 20% of its paid-in nominal share capital. See also "*Dividends and Dividend Policy*". The Swiss Code permits a company to accrue additional general reserves.

In addition, any proposal by the board of directors to declare a dividend will depend on the company's results of operations, financial condition, cash requirements, future prospects and other relevant factors, including tax and other legal considerations.

The proposal of a board of directors to distribute dividends requires the approval of the annual general meeting. Furthermore, the company's statutory auditors must confirm that the dividend proposal of the board of directors conforms to the law and the Articles of Association. Dividends that have not been collected by the shareholders within five years after the due date prescribed under Swiss law are allocated to the Company's free reserves.

Dividends are usually due and payable shortly after the shareholders' resolution relating to the allocation of profit has been passed. The shareholders' meeting may resolve on the date on which dividends will be due and payable.

For information about deduction of withholding taxes, see "*Taxation*".

24.14 Borrowing Powers

Neither Swiss law nor the Articles of Association generally restrict the Company's power to borrow and to raise funds. The decision to borrow funds is made by or under the direction of the Board of Directors, with no shareholders' resolution being required.

24.15 Conflicts of Interest, Management Transactions

Swiss law does not provide for a general provision on conflicts of interest. However, the Swiss Code requires directors and senior management of a company to safeguard the interests of such company and imposes a duty of loyalty and a duty of care on its directors and officers. This rule is generally understood to disqualify directors and senior officers of a company from participating in decisions that directly affect them. The directors and senior officers are personally liable to a company for breach of these provisions. Under the Organizational Rules of the Company, if a conflict of interest is believed to exist, the relevant member of the Board of Directors must abstain from voting and shall not participate in the discussion of any matters which touch upon their own interests or those of persons, organizations or companies close to them. Any agreement between the Company and a member of the Board of Directors and any agreement between the Company and a third party in which a member of the Board of Directors may have specific interests, whether directly or

indirectly, requires prior approval of the Board of Directors. Furthermore, under the Organizational Rules of the Company members of the Executive Management are excluded from participating in the preparations, discussions or decision-making process concerning i.a. any agreement between the Company (or an affiliated company) and such member of the Executive Management (or his/her related parties), legal proceedings between the Company (or an affiliated company) and such member of the Executive Management (or his/her related parties), or agreements between the Company and a third party or regarding any legal action against any third party if the member of the Executive Management (or his/her related parties) has a material interest in such agreement or action which may be contrary to the interests of the Company (or an affiliated company). Under the Executive Management Instructions, any agreement between the Company (or an affiliated company) and a member of the Executive Management (or his/her related parties) and any agreement between the Company (or an affiliated company) and a third party in which a member of the Executive Management (or his/her related parties) may have specific interest, whether directly or indirectly, requires prior approval of the Board of Directors.

Also, Swiss law contains a provision under which payments made to a shareholder or a director or any person associated with them other than at arm's length must be repaid to the company if such shareholder or director was acting in bad faith.

According to the Swiss Code, listed companies are obliged to disclose the total amount of all remuneration and loans granted to the present or past members of the board of directors and the management. In addition, remuneration of and loans to persons closely related to the members of the board of directors or the management must be disclosed, if not at arm's length. The remuneration and loans granted to every member of the board of directors must be disclosed individually, including the name and function of the member. With respect to management, only the highest compensation awarded, indicating the recipient and its function, must be disclosed individually. Finally, the shares and any option or conversion rights for shares held by members of the board of directors, the management and such persons closely related to them must be disclosed. The respective disclosures need to be made in the notes to the balance sheet.

24.16 Duration and Liquidation

The Articles of Association do not limit the Company's duration. Under Swiss law, the Company may be dissolved at any time by a resolution of a general meeting which must be passed by a Qualified Majority resolution. Dissolution and liquidation by court order is possible if (a) the Company becomes bankrupt or (b) shareholders holding at least 10% of the Company's share capital so request for valid reasons. After all debts have been satisfied, the net proceeds will be distributed to shareholders in proportion to the paid-in nominal value of shares held.

24.17 Indication of Takeover Bids

No takeover offers have been made by any third party in respect of the Company's Shares during the past or current financial year.

The Articles of Association do not contain provisions that are likely to have the effect of delaying, deferring or preventing a change in control of the Company. Consistent with the Corporate Governance Recommendations, the Board of Directors has adopted a set of guidelines for the handling of takeover bids.

24.18 Disclosure of Information

The Board of Directors has adopted a set of internal rules aiming, *inter alia*, at ensuring that the disclosure of information complies with the applicable stock exchange regulations and rules applicable to the Company's securities listed on Nasdaq Copenhagen. All company announcements are published via Nasdaq Copenhagen and can subsequently be accessed from the Company's website. All Company announcements will be published in English and, if decided by the Board of Directors, in German and/or Danish. The annual report and any interim reports will be prepared in English. The Board of Directors may resolve to supplement the annual report and interim reports with a German and/or Danish translation or a summary in German and/or Danish.

Investor presentations and telephone conferences are expected to be held following the publication of each interim and annual report to provide participants the opportunity to ask questions to the Executive Management. Audio casts of such presentations will subsequently be available on the Company's website. Investors may also contact the Company's investor relations department to obtain additional information subject to any restrictions under applicable law.

24.19 Comparison of Swiss Corporate Law and the Company's Articles of Association and Danish Corporate Law

The following comparison between Swiss corporate law, which applies to the Company, and Danish corporate law, the law under which most of the companies listed on Nasdaq Copenhagen are incorporated, discusses certain additional matters not otherwise described in this Offering Circular. This summary is subject to Swiss law, including the Swiss Code, and Danish corporate law, including the Danish Companies Act.

Duties of Board Members

Switzerland

A director of a Swiss corporation has a fiduciary duty to the corporation only. This duty has two components:

- the duty of care; and
- the duty of loyalty.

The duty of care requires that a director act in good faith, with the care that an ordinarily prudent director would exercise under similar circumstances. The duty of loyalty requires that a director act in a manner he reasonably believes to be in the best interests of the corporation. He must not use his corporate position for personal gain or advantage. This duty prohibits in principle self-dealing by a director and mandates that the best interest of the corporation take precedence over any interest possessed by a director or officer. The burden of proof for a violation of these duties is with the corporation or with the shareholder bringing a suit against the director. Directors also have an obligation to treat shareholders that are in similar situations equally.

Denmark

Public limited liability companies in Denmark are usually subject to a two-tier governance structure with the board of directors having the ultimate responsibility for the overall supervision and strategic management of the company in question and with executive management being responsible for the day-to-day operations. Each board member and members of the executive management is under a fiduciary duty to act in the interest of the company, but shall also take into account the interests of the creditors and the shareholders. Under Danish law, the members of the board of directors and executive management of a limited liability company are liable for losses caused by negligence when shareholders, creditors or the company itself suffer such losses. They may also be liable for wrongful information given in the annual financial statements or any other public announcements from the company. An investor suing for damages is required to prove its claim with regard to negligence and causation. Danish courts, when assessing negligence, have been reluctant to impose liability unless the directors and officers neglected clear and specific duties. This is also the case when it comes to liability with regard to public offerings or liability with regard to any other public information issued by the company.

Terms of the Members of the Board of Directors

Switzerland

Under the Articles of Association, the general meeting of shareholders elects annually (i.e. for the period between two annual ordinary general meeting of shareholders) the members of the Board of Directors, the chairperson of the board of directors and the members of the compensation committee individually for a term of office of one year. Re-election is possible.

A Swiss corporation may remove, with or without cause, any director at any time with a resolution passed by an absolute majority of the shares represented at a general meeting.

Denmark

Under Danish law, the members of the board of directors of a limited liability company are generally appointed for a one-year term, although employee elected board members are elected for a four-year tenure. There is no limit on the number of consecutive terms the board members may serve. The board members are appointed by the general meeting of shareholders for a term of one year and are eligible for re-election. Election of board members is an item that shall be included on the agenda for the annual general meeting. At the general meeting, shareholders are entitled at all times to dismiss a board member by a simple majority vote.

Under Danish law, new board members are elected by the shareholders at a general meeting in the event of vacancies. Thus, a general meeting will have to be convened in order to fill a vacancy on the board of

directors. However, the board of directors may choose to wait to fill vacancies until the next annual general meeting of the company, provided that the number of the remaining board members is greater than two. It is only a statutory requirement to convene a general meeting to fill vacancies if the number of remaining members on the board is less than three.

Conflict-of-Interest Transactions

Switzerland

Swiss law does not have a general provision on conflicts of interests. However, the Swiss Code requires directors and members of senior management to safeguard the interests of the corporation and, as such, imposes a duty of care and a duty of loyalty on directors and officers. This rule is generally understood as disqualifying directors and senior officers from participating in decisions that directly affect them. Directors and officers are personally liable to the corporation for any breach of these provisions. In addition, Swiss law contains a provision under which payments made to a shareholder or a director or any person associated therewith, other than at arm's length, must be repaid to the company if the shareholder or director was acting in bad faith.

Denmark

Under Danish law, board members may not take part in any matter or decision-making that involves a subject or transaction in relation to which the board member has a conflict of interest.

Proxy Voting by Board Members

Switzerland

Swiss law does not explicitly regulate a potential proxy voting by the Board Members. Considering the highly personal nature of the mandate of the members of the board of directors, the prevailing doctrine and practice regards proxy voting as inadmissible.

Denmark

In the event that a board member in a Danish limited liability company is unable to participate in a board meeting, the elected alternate, if any, shall be given access to participate in the board meeting. In a Danish limited liability company, unless the board of directors has decided otherwise, or as otherwise is set out in the articles of association, the board member in question may grant a power of attorney to another board member, provided that this does not create risk to the company considering the agenda in question.

Shareholder Rights

Notice of Meeting

Switzerland

Under Swiss law, general meetings of shareholders must be convened by the board of directors at least 20 days before the date of the meeting. Pursuant to the Articles of Association, a general meeting must be convened at least 21 calendar days and not more than 35 calendar days before the day of the meeting. The general meeting of shareholders is convened by way of a notice appearing in an official publication medium, currently the Swiss Official Gazette of Commerce. Registered shareholders may also be informed by ordinary mail or e-mail. The notice of a general meeting of shareholders must state the items on the agenda, the motions to be acted upon and, in case of elections, the names of the nominated candidates. Except in the limited circumstances listed below, a resolution may not be passed at a general meeting without proper notice. This limitation does not apply to proposals to convene an extraordinary general meeting of shareholders or to initiate a special investigation. No previous notification is required for motions concerning items included in the agenda or for debates that do not result in a vote.

Denmark

According to the Danish Companies Act, general meetings in listed limited liability companies shall be convened by the board of directors with a minimum of three weeks' notice and a maximum of five weeks' notice. A convening notice shall also be forwarded to shareholders recorded in the shareholders' register, who have requested such notification. There are specific requirements as to the information and documentation required to be disclosed prior to and in connection with the convening notice.

Voting Rights

Switzerland

Each share entitles a holder to one vote, regardless of its nominal value. The shares are not divisible. The right to vote and the other rights of share ownership may only be exercised by shareholders (including any nominees as further set out in the Articles of Association) or usufructuaries who are entered into the share register at cut-off date determined by the board of directors. Those entitled to vote in the general meeting of shareholders may be represented by the independent proxy holder (annually elected by the general meeting of shareholders), another registered shareholder or third person with written authorization to act as proxy or the shareholder's legal representative. The chairperson has the power to decide whether to recognize a power of attorney.

Denmark

Each share confers the right to cast one vote at the general meeting of shareholders, unless the articles of association provide otherwise. Each holder of shares may cast as many votes as it holds shares. Shares that are held by the company or its direct or indirect subsidiaries do not confer the right to vote.

Shareholder Proposals

Switzerland

Under Swiss law, the general meeting of shareholders is convened by the board of directors, or, if necessary, by the company's statutory auditors. In specific circumstances, liquidators and, in the case of bond issues, representatives of bondholders, may also call a general meeting of shareholders. Furthermore, pursuant to Swiss law, one or more shareholders, whose combined shareholdings represent the lower of (i) 10% of the share capital or (ii) an aggregate nominal value of at least CHF 1,000,000, may request a general meeting of shareholders to be convened. Under the Articles of Association, the threshold under (i) has been lowered to 5% of the share capital of the Company.

Pursuant to Swiss law, one or more shareholders, whose combined shareholdings represent the lower of (i) one tenth of the share capital or (ii) an aggregate nominal value of at least CHF 1,000,000, may request that an item be included in the agenda for an extraordinary general meeting of shareholders. Under the Articles of Association, such right is accorded to one or more shareholders, whose combined shareholdings represent the lower of (i) 0.5% of the share capital or (ii) an aggregate nominal value of at least CHF 1,000,000. To be timely, the shareholder's request must be received by the company generally at least 45 calendar days in advance of the meeting. The request must be made in writing and contain, for each of the agenda items, the following information:

- a brief description of the business desired to be brought before the extraordinary general meeting of shareholders and the reasons for conducting such business at the extraordinary general meeting of shareholders as well as the motions to be put forward;
- the name and address, as they appear in the share register, of the shareholder proposing such business; and
- all other information required under the applicable laws and stock exchange rules.

Denmark

According to the Danish Companies Act, extraordinary general meetings of shareholders will be held whenever the board of directors or the appointed auditor requires. In addition, one or more shareholders each representing at least 5% of the registered share capital of the company may, in writing, require that a general meeting be convened. If such a demand is made, the board of directors shall convene the general meeting within two weeks thereafter.

All shareholders have the right to present proposals for adoption at the annual general meeting, provided that the proposals are submitted at least six weeks prior to the meeting. In the event that the request is made at a later date, the board of directors will determine whether the proposals were made in due time to be included on the agenda.

Action by Written Consent

Switzerland

Shareholders of a Swiss corporation may only exercise their voting rights in a general meeting of shareholders and may not act by written consents.

Denmark

Under Danish law, shareholders may decide to take action and pass resolutions by written consent if such consent is unanimous. However, for a listed company, this method of adopting resolutions is generally not feasible.

Appraisal Rights

Switzerland

Business combinations and other transactions that are governed by the Swiss Merger Act (i.e. mergers, demergers, transformations and certain asset transfers) are binding on all shareholders. A statutory merger or demerger requires Qualified Majority resolution.

If a transaction under the Swiss Merger Act receives all of the necessary consents, all shareholders are compelled to participate in such transaction.

Swiss corporations may be acquired by an acquirer through the direct acquisition of the share capital of the Swiss corporation. The Swiss Merger Act provides for the possibility of a so-called “cash-out” or “squeeze-out” merger if the shareholders holding 90% of the outstanding shares of the transferring corporation agree to the merger. In these limited circumstances, minority shareholders of the corporation being acquired may be compensated in a form other than through shares of the acquiring corporation (for instance, through cash or securities of a parent corporation of the acquiring corporation or of another corporation). For business combinations effected in the form of a statutory merger or demerger and subject to Swiss law, the Swiss Merger Act provides that if equity rights have not been adequately preserved or compensation payments in the transaction are unreasonable, a shareholder may request the competent court to determine a reasonable amount of compensation.

Denmark

The concept of appraisal rights does not exist under Danish law, except in connection with statutory redemption rights according to the Danish Companies Act.

According to Section 73 of the Danish Companies Act, a minority shareholder may require a majority shareholder that holds more than 90% of the company’s registered share capital and voting rights to redeem his or her shares. Similarly, a majority shareholder holding more than 90% of the company’s share capital and voting rights may, according to Section 70 of the same act, squeeze out the minority shareholders. In the event that the parties cannot agree to the redemption squeeze out price, this shall be determined by an independent evaluator appointed by the court. Additionally, there are specific regulations in Sections 249, 267, 285 and 305 of the Danish Companies Act that require compensation in the event of national or cross-border mergers and demergers. Moreover, shareholders who vote against a cross-border merger or demerger are, according to Sections 286 and 306 of the Danish Companies Act, entitled to have their shares redeemed.

Shareholder Suits

Switzerland

Class actions and derivative actions as such are not available under Swiss law. Nevertheless, certain actions may, to a limited extent, have a similar effect. An appraisal lawsuit won by a shareholder can be acted upon by any person who has the same legal status as the claimant. Also, a shareholder is entitled to bring suit against directors for breach of, among other things, their fiduciary duties and claim the payment of damages. However, unless the company is subject to bankruptcy proceedings, or if the relevant shareholder can demonstrate having suffered a loss in a personal capacity, a shareholder will only be allowed to ask for payment of damages to the corporation. Under Swiss law, the winning party is generally entitled to recover attorneys’ fees incurred in connection with such action, provided, however, that the court has discretion to permit the shareholder whose claim has been dismissed to recover attorneys’ fees incurred to the extent he acted in good faith.

Denmark

Under Danish law, only a company itself can bring a civil action against a third party; an individual shareholder does not have the right to bring an action on behalf of a company. However, if shareholders representing at least 10% of the share capital at a general meeting have opposed a decision to grant discharge to a member of the board of directors or the executive management or refrain from bringing law suits against, among other persons, a member of the board of directors or executive management, a shareholder may bring a derivative

action on behalf of the company against, among other persons, a member of the board of directors or executive management. An individual shareholder may, in its own name, have an individual right to take action against such third party in the event that the cause for the liability of that third party also constitutes a negligent act directly against such individual shareholder.

Repurchase of Shares

Switzerland

The Swiss Code limits a company's right to purchase and hold its own shares. A corporation and its subsidiaries may purchase shares only if and to the extent that (1) it (or the respective subsidiary) has freely distributable reserves in the amount of the purchase price; and (2) the aggregate par value of all shares held by the company (and the respective subsidiary) does not exceed 10% of its share capital. Pursuant to Swiss law, where shares are acquired in connection with a transfer restriction set out in the articles of association of a company, the foregoing upper limit is 20%. If a corporation owns shares that exceed the threshold of 10% of its share capital, the excess must be sold or cancelled by means of a capital reduction within two years.

Shares held by a corporation or its subsidiaries are not entitled to vote at the general meeting of shareholders but are entitled to the economic benefits applicable to the shares generally, including dividends and pre-emptive rights in the case of share capital increases.

Denmark

Danish limited liability companies may not subscribe for newly issued shares in their own capital. Such companies may, however, according to the Danish Companies Act Sections 196-201, acquire fully paid shares of themselves, provided that the board of directors has been authorized to do so by the shareholders at a general meeting. Such authorization can only be given for a maximum period of five years and the authorization shall fix (i) the maximum value of the shares and (ii) the minimum and the highest amount that the company may pay for the shares. Such purchase of shares may generally only be acquired using distributable reserves. In addition, the board of directors may, on behalf of the company, acquire the company's own shares, without authorization, in case it is necessary to avoid a considerable and imminent detrimental effect on the company and provided certain conditions are met. In case the company has acquired its own shares under such circumstances the board of directors is obligated to inform the shareholders of such acquisition at the next general meeting.

Anti-Takeover Provisions

Switzerland

Swiss law limits the implementation of anti-takeover measures. Once a public offer has been pre-announced, the board of the target company is no longer permitted to take any action to frustrate the offer, unless with the shareholders' consent. Prior to an offer being (pre-)announced, the potential target may take limited measures, such as, among other things, percentage limitation on registration of registered shares, restrictions on exercising voting rights, share buybacks or placement of shares with white knights and/or friendly investors.

Denmark

Under Danish law, it is possible to implement limited protective anti-takeover measures. Such provisions may include, among other things, (i) different share classes with different voting rights and (ii) notification requirements concerning participation in general meetings.

Inspection of Books and Records

Switzerland

Under Swiss law, any shareholder may request information on the affairs of the company from the board of directors and on the performance and the results of their audit on the financial statements from the external auditors. The information must be given to the extent required for the proper exercise of shareholders' rights. The board of directors may refuse to provide information where providing it would jeopardize the company's trade secrets or other interests warranting protection. The company ledgers and business correspondence may be inspected only with the express authorization of the general meeting or by resolution of the board of directors and only if measures are taken to safeguard trade secrets.

Denmark

According to Section 150 of the Danish Companies Act, a shareholder may, at the annual general meeting or at a general meeting whose agenda includes such item, request an inspection of the company's books regarding specific issues concerning the management of the company or specific annual reports. If approved by shareholders with a simple majority, one or more investigators are elected. If the proposal is not approved by a simple majority but 25% of the share capital votes in favor of the proposal, then the shareholder can request the court to appoint an investigator.

Pre-Emptive Rights

Switzerland

Pursuant to the Swiss Code, shareholders have pre-emptive rights (*Bezugsrechte*) to subscribe for new issuances of shares. With respect to conditional capital in connection with the issuance of conversion rights, convertible bonds or similar debt instruments, shareholders have advance subscription rights (*Vorwegzeichnungsrechte*) for the subscription of conversion rights, convertible bonds or similar debt instruments.

A resolution passed at a general meeting of shareholders by a Qualified Majority resolution may authorize the company's board of directors to withdraw or limit pre-emptive rights (*Bezugsrechte*) or advance subscription rights (*Vorwegzeichnungsrechte*) in certain circumstances.

If pre-emptive rights (*Bezugsrechte*) are granted, but not exercised, the board of directors (upon delegation of this power by the general meeting of shareholders) may allocate the pre-emptive rights (*Bezugsrechte*) as it elects.

A valid authorization to issue share capital in the articles of association of a Swiss stock corporation typically provides for the withdrawal or limitation of pre-emptive rights (*Bezugsrechte*) of shareholders, and their allocation to third parties or to the company, in the event that the newly issued shares are used for the following purposes:

- if the issue price of the new registered shares is determined by reference to the market price;
- for the acquisition of an enterprise, part(s) of an enterprise or participations, or for the financing or refinancing of any of such transactions, or in the event of share placement for the financing or refinancing of such transactions;
- for purposes of broadening the shareholder constituency of the company in certain financial or investor markets, for purposes of the participation of strategic partners, or in connection with the listing or registration of new registered shares on domestic or foreign stock exchanges;
- for purposes of granting an over-allotment option in a placement or sale of registered shares to the respective initial purchaser(s) or underwriter(s);
- for raising of capital (including private placements) in a fast and flexible manner which probably could not be reached without the exclusion of the statutory pre-emptive right (*Bezugsrechte*) of the existing shareholders;
- for other valid grounds in the sense of Article 652b para. 2 of the Swiss Code.

Denmark

As a general rule, shareholders of the company are entitled to subscribe for new shares in proportion to their existing shareholdings in the event of a cash increase of the share capital. Such a cash increase of the share capital can be resolved by the general meeting by at least two-thirds of the votes cast as well as at least two-thirds of the share capital represented at the general meeting. However, the general meeting may with respect to certain scenarios resolve to depart from the shareholders' right to proportionate subscription if certain voting requirements are met. Further, the board of directors may resolve to increase the share capital without pre-emptive subscription rights for existing shareholders pursuant to an authorization obtained from the general meeting.

Dividends

Switzerland

Under Swiss law, the board of directors may propose to shareholders that a dividend or other distribution be paid but cannot itself authorize the distribution. Dividend payments require a resolution passed by the absolute

majority of the shares represented at a general meeting. In addition, the auditors of the company must confirm that the dividend proposal of the board of directors conforms to Swiss statutory law and the articles of association.

Under Swiss law, the company may pay dividends only if it has sufficient distributable profits from previous years (*Gewinnvortrag*) or freely distributable reserves (*frei verfügbare Reserven*) to allow the distribution of a dividend, in each case, as presented on the company's annual statutory stand-alone balance sheet prepared pursuant to Swiss law, and after the allocations to the reserves required by Swiss law and the articles of association have been deducted. The company is not permitted to pay interim dividends out of profit of the current business year.

Distributable reserves are generally booked either as "free reserves" (*freie Reserven*) or as "reserve from capital contributions" (*Reserven aus Kapitaleinlagen*). Under the Swiss Code, if the general reserves (*allgemeine Reserve*) amount to less than 20% of the company's share capital recorded in the commercial register (i.e., 20% of the aggregate nominal value of its issued capital), then at least 5% of its annual profit must be retained as general reserves. The Swiss Code and the Articles of Association permit the company to accrue additional general reserves. Further, a purchase of the company's own shares (whether by the company or a subsidiary) reduces the distributable reserves in an amount corresponding to the purchase price of such shares. Finally, the Swiss Code under certain circumstances requires the creation of revaluation reserves which are not distributable.

Distributions out of issued share capital (i.e. the aggregate nominal value of a company's issued shares) are not allowed and may be made only by way of a share capital reduction. Such a capital reduction requires a resolution passed by an absolute majority of the shares represented at a general meeting. The resolution of the shareholders must be recorded in a public deed and a special audit report must confirm that claims of the company's creditors remain fully covered despite the reduction in the share capital recorded in the commercial register. The share capital may be reduced below CHF 100,000 only if and to the extent that at the same time the statutory minimum share capital of CHF 100,000 is re-established by sufficient new fully paid-up capital. Upon approval of a capital reduction by the general meeting of shareholders of a capital reduction, the board of directors must give public notice of the capital reduction resolution in the Swiss Official Gazette of Commerce three times and notify creditors that they may request, within two months of the third publication, satisfaction of or security for their claims. The reduction of the share capital may be implemented only after expiration of this time limit.

Dividends are usually due and payable after the shareholders have passed the resolution approving the payment, but shareholders may also resolve at the ordinary general meeting of shareholders on the date on which the dividends will be due and payable.

Denmark

Under Danish law, the distribution of ordinary and extraordinary dividends requires the approval of a company's shareholders at the company's general meeting. In addition the shareholders may authorize the board of directors to distribute extraordinary dividends. The shareholders may not resolve to the distribution of dividends in excess of the recommendation from the board of directors and the company may only pay out dividends from its distributable reserves, which are defined as results from operations carried forward and reserves that are not bound by law after deduction of loss carried forward. It is possible under Danish law to pay out interim dividends. The decision to pay out interim dividends shall be accompanied by a balance sheet, and the board of directors determines whether it will be sufficient to use the statement of financial position from the annual report or if an interim statement of financial position for the period from the annual report period until the interim dividend payment shall be prepared. If interim dividends are paid out later than six months following the end of the financial year for the latest annual report, an interim balance sheet showing that there are sufficient funds shall always be prepared.

Shareholder Vote on Certain Reorganizations

Switzerland

Under Swiss law, with certain exceptions, a merger or a division of the corporation or a sale of all or substantially all of the assets of a corporation must be approved by a Qualified Majority. A shareholder of a Swiss corporation participating in a statutory merger or demerger pursuant to the Swiss Merger Act can file an appraisal right lawsuit against the surviving company. As a result, if the consideration is deemed "inadequate" such shareholder may, in addition to the consideration (be it in shares or in cash) receive an additional amount to ensure that such shareholder receives the fair value of the shares held by such shareholder. Swiss law also

provides that a parent corporation, by resolution of its board of directors, may merge with any subsidiary, of which it owns at least 90.0% of the voting rights without a vote by shareholders of such subsidiary, if the shareholders of the subsidiary are offered the payment of the fair value in cash as an alternative to shares.

In addition, under Swiss law, the sale of “all or substantially all of a company’s assets” by the company may require a Qualified Majority resolution. Whether a shareholder resolution is required depends on the particular transaction, including whether the following test is satisfied:

- a core part of the company’s business is sold without which it is economically impracticable or unreasonable to continue to operate the remaining business;
- the company’s assets, after the divestment, are not invested in accordance with the statutory business purpose; and
- the proceeds of the divestment are not earmarked for reinvestment in accordance with the company’s business purpose but, instead, are intended for distribution to its shareholders or for financial investments unrelated to its business.

A shareholder of a Swiss corporation participating in certain major corporate transactions may, under certain circumstances, be entitled to appraisal rights. As a result, such shareholder may, in addition to the consideration (be it in shares or in cash) receive an additional amount (compensation payment) to ensure him receiving the fair value of the shares.

Denmark

Under Danish law, all amendments to the articles of association shall be approved by the general meeting of shareholders with a minimum of two-thirds of the votes cast and two-thirds of the represented share capital. The same applies to solvent liquidations, mergers with the company as the discontinuing entity, mergers with the company as the continuing entity if shares are issued in connection therewith and demergers. Under Danish law, it is debatable whether the shareholders must approve a decision to sell all or virtually all of the company’s business/assets.

Amendments to Governing Documents

Switzerland

The articles of association of a Swiss corporation may be amended by the general meeting with a resolution passed by an absolute majority of the shares represented at such meeting, unless otherwise provided in the articles of association. There are a number of resolutions, such as an amendment of the stated purpose of the corporation and the introduction of authorized and conditional capital, that require the approval by a Qualified Majority. The articles of association may increase the voting thresholds.

Denmark

All resolutions made by the general meeting may be adopted by a simple majority of the votes, subject only to the mandatory provisions of the Danish Companies Act and the articles of association. Resolutions concerning all amendments to the articles of association must be passed by two-thirds of the votes cast as well as two-thirds of the share capital represented at the general meeting. Certain resolutions, which limit a shareholder’s ownership or voting rights, are subject to approval by a nine-tenth majority of the votes cast and the share capital represented at the general meeting. Decisions to impose or increase any obligations of the shareholders towards the company require unanimity.

25 TAXATION

25.1 Danish Tax Considerations

The following is a summary of certain Danish income tax considerations relating to an investment in the Shares made by Danish tax resident investors.

The summary is for general information only and does not purport to constitute exhaustive tax or legal advice. It is specifically noted that the summary does not address all possible tax consequences relating to an investment in the Shares. The summary is based solely upon the tax laws of Denmark in effect on the date of this Offering Circular. Danish tax laws may be subject to change, possibly with retroactive effect.

The summary does not cover investors to whom special tax rules apply and, therefore, may not be relevant, i.a., to investors subject to the Danish Pension Yield Tax Act, including pension funds, life insurance companies and individual pension savings, insurance companies, and investors trading in securities, including banks and stockbrokers. Further, the summary only sets out the tax position of the direct owners of the Shares and assumes that the direct investors are the beneficial owners of the Shares and any dividends thereon. Sales are assumed to be sales to a third-party.

Potential investors in the Shares are advised to consult their tax advisers regarding the applicable tax consequences of acquiring, holding, and disposing of the Shares based on their particular circumstances. Investors who may be affected by the tax laws of other jurisdictions should consult their tax advisers with respect to the tax consequences applicable to their particular circumstances, as such consequences may differ significantly from those described herein.

25.1.1 Taxation of Danish tax resident shareholders

A Swiss company incorporated as an AG should under Danish law be considered a private limited company. Thus, income from investment in the Shares should be covered by the Danish Act on Taxation of Capital Gains on Shares.

Sale of shares—individuals

For the calendar year 2021, gains from the sale of shares are taxed as share income at a rate of 27% on the first DKK 56,500 (for cohabiting spouses, a total of DKK 113,000) and at a rate of 42% on share income exceeding such threshold. Such amounts are subject to annual adjustments and include all share income (i.e. all capital gains and dividends derived by the individual or cohabiting spouses, respectively), but excluding income on shares owned through an investment savings account, see the below.

Gains and losses on the sale of shares admitted to trading on a regulated market are calculated as the difference between the purchase price and the sales price. The purchase price is generally determined using the average method as a proportionate part of the aggregate purchase price for all of the shareholders shares in the issuing company. Gains and losses on the shares are generally triggered upon realization of the shares.

Losses incurred in relation to the sale of shares admitted to trading on a regulated market can only be offset against other share income deriving from shares admitted to trading on a regulated market (i.e. received dividends and capital gains on the sale of shares admitted to trading on a regulated market). Excess losses will be offset against a cohabiting spouse's share income deriving from shares admitted to trading on a regulated market. Any remaining losses after the above deduction can be carried forward indefinitely and offset against future share income deriving from shares admitted to trading on a regulated market.

Losses on shares admitted to trading on a regulated market can only be set off against other share income derived from other shares admitted to trading on a regulated market as outlined above if the Danish Tax Agency has received certain information concerning the ownership of the shares before expiry of the tax return filing deadline for the income year in which the shares were acquired. This information is normally provided to the Danish Tax Agency by the securities dealer or custodian if the securities dealer or custodian is resident in Denmark, but this should be checked by the shareholder in each case.

Individuals investing through an investment savings account (Aktiesparekonto)

Gains and losses on shares owned through an investment savings account (Aktiesparekonto) are taxable according to the mark-to-market principle. According to the mark-to-market principle, each year's taxable gain or loss is calculated as the difference between the market value of the assets in the account at the beginning of the tax year and the market value of the shares at the end of the tax year adjusted for further deposits on the account and adjusted for withdrawals from the account.

Taxation will take place on an accrual basis even if no shares have been disposed of and no gains or losses have been realized. If the shares owned through an investment savings account are sold or otherwise disposed of before the end of the income year, the taxable income of that income year equals the difference between the value of the shares at the beginning of the income year and the realization sum. If the shares owned through an investment savings account are acquired and realized in the same income year, the taxable income equals the difference between the acquisition sum and the realization sum. If the shares are acquired in the income year and not realized in the same income year, the taxable income equals the difference between the acquisition sum and the value of the shares at the end of the income years.

Any annual gain will be subject to 17 percent taxation, and any loss may be carried forward, but is restricted to offset future income on the investment savings account. In 2021, the account is limited to a deposit of DKK 102,300. Tax is settled by the account institute.

Sale of shares—companies

Tax on the sale of shares by companies (and dividends received by companies, see below) is subject to different regimes depending on whether the shares are considered as Subsidiary Shares, Group Shares or Taxable Portfolio Shares defined as follows:

“**Subsidiary Shares**” are generally defined as shares owned by a company shareholder holding at least 10% of the nominal share capital of the issuing company.

“**Group Shares**” are generally defined as shares in a company in which the company shareholder of the company and the issuing company are subject to Danish joint taxation or fulfil the requirements for international joint taxation under Danish law.

“**Taxable Portfolio Shares**” are shares that do not qualify as Subsidiary Shares, Group Shares or Tax-Exempt Portfolio Shares, i.e., generally listed shares in companies in which the shareholder holds less than 10% of the equity.

Gains or losses on disposals of Subsidiary Shares, Group Shares and Tax-Exempt Portfolio Shares are not included in the taxable income of the company shareholder.

Special rules apply with respect to Subsidiary Shares and Group Shares in order to prevent circumvention of the 10% ownership requirement through pooling of shareholdings in a holding company, just as other anti-avoidance rules may apply under Danish law. These rules will not be described in further detail.

Capital gains from the sale of Taxable Portfolio Shares are taxable at the corporate income tax rate of 22% (2021). Losses on such shares are generally deductible.

Gains and losses on Taxable Portfolio Shares are, as a general rule, calculated in accordance with the mark-to-market principle. According to the mark-to-market principle, each year’s taxable gain or loss is calculated as the difference between the market value of the shares at the beginning and end of the tax year. Thus, taxation will take place on an accrual basis even if no shares have been disposed of and no gains or losses have been realized. If the Taxable Portfolio Shares are sold or otherwise disposed of before the end of the income year, the taxable income of that income year equals the difference between the value of the Taxable Portfolio Shares at the beginning of the income year and the value of the Taxable Portfolio Shares at realization. If the Taxable Portfolio Shares have been acquired and realized in the same income year, the taxable income equals the difference between the acquisition sum and the realization sum. If the Taxable Portfolio Shares are acquired in the income year and not realized in the same income year, the taxable income equals the difference between the acquisition sum and the value of the Shares at the end of the income year.

A change of status from Subsidiary Shares, Group Shares or Tax-Exempt Portfolio Shares to Taxable Portfolio Shares (or vice versa) is for tax purposes deemed to be a disposal of the shares and a reacquisition of the shares at market value at the time of change of status.

Dividends—individuals

For the calendar year 2021, dividends received by individuals are taxed as share income. Share income is taxed at a rate of 27% on the first DKK 56,500 (for cohabiting spouses, a total of DKK 113,000) and at a rate of 42% on share income exceeding such threshold. Such amounts are subject to annual adjustments and include all share income (i.e. all capital gains and dividends derived by the individual or cohabiting spouses, respectively).

Dividends for individuals investing through an investment savings account (Aktiesparekonto)

Dividends from Shares invested through an investment savings account will be part of the return received and subject to the general tax principles for the account as described above.

Dividends—companies

Dividends received on Taxable Portfolio Shares are subject to the standard corporate tax rate of currently 22% (2021) irrespective of ownership period.

Dividends received on Subsidiary Shares and Group Shares are not subject to taxation irrespective of ownership period, subject, however, to certain anti-avoidance rules that will not be described in further detail.

25.1.2 Credit for Swiss taxation

According to the laws of Switzerland, capital gains realized by shareholders that are tax resident in other jurisdictions than Switzerland are not subject to Swiss taxation. On the other hand dividends paid by a Swiss tax resident company such as the Company to shareholder that are tax resident in other jurisdictions than Switzerland are as a starting point subject to taxation in Switzerland (see “—*Swiss withholding tax*”). Further, according to the double tax treaty entered into between Switzerland and Denmark dividends paid by a resident of a contracting state (Switzerland) to a resident of the other contracting state (Denmark), may be taxed in that other state (Denmark). This implies that any dividends distributed by the Company may be subject to Swiss withholding tax and subject to tax in Denmark, i.e. subject to double taxation.

Following the Denmark—Switzerland double tax treaty, double taxation should be avoided (as a main rule) by way of ordinary credit. Ordinary credit means that the credit cannot exceed the proportionate part of the Danish tax calculated on the foreign income, just as the credit cannot exceed the tax amount which Switzerland has an unconditional claim to under the double tax treaty.

Obtaining credit relief therefore implies that any recipient resident in Denmark for tax purposes, may firstly reclaim the tax paid in Switzerland to the extent possible pursuant to the double tax treaty. Any non-refundable tax paid in Switzerland (i.e. the tax corresponding to the double tax treaty rate; generally 15% if the beneficial owner of the dividends is tax resident in Denmark) can at the outset be credited in the Danish tax of the same income according to the general credit methodology. Furthermore, credit for taxes paid in Switzerland may only be granted if the Swiss income is positive when it is calculated in accordance with Danish tax rules.

25.1.3 Share transfer tax and stamp duties

No Danish share transfer tax or stamp duties are payable on transfer of the shares.

25.2 Certain U.S. Federal Income Tax Considerations

The following are certain U.S. federal income tax consequences to the U.S. Holders described below of owning and disposing of the Shares, but this discussion does not purport to be a comprehensive description of all of the tax considerations that may be relevant to a particular person’s decision to acquire Shares.

This discussion applies only to a U.S. Holder that acquires Shares in this offering and holds the Shares as capital assets for U.S. federal income tax purposes. In addition, it does not describe all of the tax consequences that may be relevant in light of a U.S. Holder’s particular circumstances, including any alternative minimum tax or Medicare contribution tax considerations, or consequences applicable to U.S. Holders subject to special rules, such as:

- certain financial institutions;
- dealers or traders in securities that use a mark-to-market method of tax accounting;
- persons holding Shares as part of a straddle, integrated or similar transaction;
- persons whose functional currency for U.S. federal income tax purposes is not the U.S. dollar;
- entities classified as partnerships for U.S. federal income tax purposes and their partners;
- tax-exempt entities, “individual retirement accounts” or “Roth IRAs”;
- persons that own or are deemed to own 10% or more of our stock by voting power or value; or
- persons holding Shares in connection with a trade or business conducted outside the United States.

If an entity that is classified as a partnership for U.S. federal income tax purposes owns Shares, the U.S. federal income tax treatment of a partner will generally depend on the status of the partner and the activities of the partnership. Partnerships that intend to own Shares and their partners should consult their tax advisers as to their particular U.S. federal income tax consequences of owning and disposing of Shares.

This discussion is based on the Internal Revenue Code of 1986, as amended, (the “Code”), administrative pronouncements, judicial decisions, final, temporary and proposed Treasury regulations, and the income tax treaty between Switzerland and the United States (the “Treaty”), all as of the date hereof, any of which is subject to change, possibly with retroactive effect.

As used herein, a “U.S. Holder” is a person that for U.S. federal income tax purposes is a beneficial owner of Shares and:

- a citizen or individual resident of the United States;
- a corporation, or other entity taxable as a corporation, created or organized in or under the laws of the United States, any state therein or the District of Columbia; or
- an estate or trust the income of which is subject to U.S. federal income taxation regardless of its source.

This discussion does not address the effects of any state, local or non-U.S. tax laws, or any U.S. federal tax laws other than income tax laws (such as U.S. federal estate or gift tax laws). U.S. Holders should consult their tax advisers concerning the U.S. federal, state, local and non-U.S. tax consequences of owning and disposing of Shares in their particular circumstances.

Except as described below under “—Passive Foreign Investment Company Rules,” this discussion assumes that the Company is not, and will not be, a passive foreign investment company (a “PFIC”) for any taxable year.

25.2.1 Taxation of Distributions

Distributions paid on the Shares (including the amount of any Swiss taxes withheld), other than certain *pro rata* distributions of Shares, will be treated as dividends to the extent paid out of the Company’s current or accumulated earnings and profits, as determined under U.S. federal income tax principles. Because the Company does not maintain calculations of its earnings and profits under U.S. federal income tax principles, U.S. Holders generally should expect that distributions generally will be treated as dividends. Dividends will not be eligible for the dividends-received deduction generally available to U.S. corporations under the Code. In making their investment decisions, non-corporate U.S. Holders should not assume that dividends will qualify for the preferential tax rate applicable to qualified dividend income.

Dividends will be included in a U.S. Holder’s income on the date of receipt. The amount of income from dividends paid in Euros will be the U.S. dollar value thereof calculated by reference to the spot rate in effect on the date of receipt, regardless of whether the payment is in fact converted into U.S. dollars on that date. If the dividend is converted into U.S. dollars on the date of receipt, a U.S. Holder generally should not be required to recognize foreign currency gain or loss in respect of the amount received. A U.S. Holder may have foreign currency gain or loss if the dividend is converted into U.S. dollars after the date of receipt. Foreign currency gain or loss generally will be treated as U.S.-source income or loss for foreign tax credit purposes.

Dividends will be treated as foreign-source dividend income for foreign tax credit purposes. Subject to applicable limitations, some of which vary depending upon the U.S. Holder’s circumstances, Swiss income taxes withheld from dividend payments (at a rate not exceeding any rate set forth under the Treaty, if applicable) will be creditable against the U.S. Holder’s U.S. federal income tax liability. Swiss income taxes withheld in excess of any rate set forth under the Treaty (if applicable) or that are otherwise refundable generally will not be creditable. The rules governing foreign tax credits are complex, and U.S. Holders should consult their tax advisers regarding the creditability of foreign taxes in their particular circumstances. In lieu of claiming a foreign tax credit, a U.S. Holder may elect to deduct foreign taxes, including Swiss taxes, in computing its taxable income, subject to applicable limitations. An election to deduct foreign taxes instead of claiming foreign tax credits applies to all foreign taxes paid or accrued in the relevant taxable year.

25.2.2 Sale or Other Taxable Disposition of Shares

A U.S. Holder will generally recognize capital gain or loss on a sale or other taxable disposition of Shares, which will be long-term capital gain or loss if, at the time of the sale or disposition, the U.S. Holder has owned the Shares for more than one year. The amount of gain or loss will equal the difference between the amount realized on the sale or disposition and the U.S. Holder’s tax basis in the Shares disposed of, in each case as

determined in U.S. dollars. A U.S. Holder's gain or loss will generally be treated as U.S.-source income or loss for foreign tax credit purposes. U.S. Holders that sell Shares for an amount denominated in a non-U.S. currency should consult their tax advisers regarding the exchange rate at which the amount received should be translated to U.S. dollars, and whether any U.S.-source foreign currency gain or loss may be required to be recognized as a result of the sale. Long-term capital gains recognized by non-corporate U.S. Holders are taxed at a rate that is lower than the rate applicable to ordinary income. The deductibility of capital losses is subject to limitations.

25.2.3 *Passive Foreign Investment Company Rules*

In general, a non-U.S. corporation is a PFIC for U.S. federal income tax purposes for any taxable year in which (i) 50% or more of the average value of its gross assets (generally determined on a quarterly basis) consists of assets that produce, or are held for the production of, passive income, or (ii) 75% or more of its gross income consists of passive income. For purposes of the above calculations, a non-U.S. corporation that owns, directly or indirectly, at least 25% by value of the shares of another corporation is treated as if it held its proportionate share of the assets of the other corporation and received directly its proportionate share of the income of the other corporation. Passive income generally includes dividends, interest, rents, royalties and gains from financial investments. For these purposes cash is a passive asset, and goodwill (the value of which may be determined by reference to the excess of the sum of the corporation's market capitalization and liabilities over the value of its other assets) is generally an active asset to the extent associated with business activities that produce active income.

Based on the current and expected composition of the Company's income and assets and the value of its assets, the Company does not expect to be a PFIC for its current taxable year. However, the Company's PFIC status for any taxable year is an annual determination that can be made only after the end of that year, and will depend on the composition of its income and assets and the value of its assets from time to time (including the value of its goodwill, which may be determined in part by reference to the market price of the Shares from time to time, which could be volatile). Because the value of the Company's goodwill may be determined by reference to its market capitalization, the Company could become a PFIC for any taxable year if the price of its Shares declines significantly while it holds a substantial amount of cash and financial investments. In addition, there is no assurance that the entire value of our goodwill will be treated as an active asset. Moreover, because the Company's PFIC status for any taxable year will depend on the composition of its income and assets and the value of its assets, its PFIC status can be determined only after the end of each taxable year. Accordingly, there can be no assurance that the Company will not be a PFIC for its current or any future taxable year.

If the Company is a PFIC for any taxable year and any entity in which it owned equity interests is also a PFIC (a "Lower-tier PFIC"), U.S. Holders will be deemed to own a proportionate amount (by value) of the shares of each Lower-tier PFIC and will be subject to U.S. federal income tax according to the rules described in the next paragraph on (i) certain distributions by the Lower-tier PFIC and (ii) dispositions of shares of the Lower-tier PFIC, in each case as if the U.S. Holders held such shares directly, even though the U.S. Holder will not receive any proceeds of those distributions or dispositions.

In general, if the Company is a PFIC for any taxable year during which a U.S. Holder owns Shares, gain recognized by such U.S. Holder on a sale or other disposition (including certain pledges) of its Shares will be allocated ratably over its holding period. The amounts allocated to the taxable year of the sale or disposition and to any year before the Company became a PFIC with respect to such U.S. Holder will be taxed as ordinary income. The amount allocated to each other taxable year will be subject to tax at the highest rate in effect for individuals or corporations, as appropriate, for that taxable year, and an interest charge will be imposed on the resulting tax liability for each such year. Furthermore, to the extent that distributions received by a U.S. Holder in any year on its Shares exceed 125% of the average of the annual distributions on the Shares received during the preceding three years or the U.S. Holder's holding period, whichever is shorter, such distributions will be subject to taxation in the same manner. If the Company is a PFIC for any taxable year during which a U.S. Holder owned Shares, the Company will generally continue to be treated as a PFIC with respect to the U.S. Holder for all succeeding years during which the U.S. Holder owns the Shares, even if the Company ceases to meet the threshold requirements for PFIC status. Certain elections may be available that will result in alternative treatments (such as mark-to-market treatment) of the Shares. U.S. Holders should consult their tax advisers to determine whether any of these elections will be available, and, if so, what the consequences of the alternative treatments will be in their particular circumstances.

If the Company is a PFIC for a taxable year in which the Company pays a dividend or the prior taxable year, the preferential tax rate described above with respect to dividends paid to certain non-corporate U.S. Holders will not apply.

If the Company is a PFIC for any taxable year during which a U.S. Holder owns Shares, the U.S. Holder will generally be required to file annual reports on an Internal Revenue Service Form 8621. Substantial penalties and other adverse tax consequences may apply for failure to timely file such reports. U.S. Holders should consult their tax advisers regarding the determination of whether the Company is a PFIC for any taxable year and the potential application of the PFIC rules to their ownership of Shares.

Information Reporting and Backup Withholding

Payments of distributions and sales proceeds that are made within the United States or through certain U.S. related financial intermediaries may be subject to information reporting and backup withholding, unless (i) the U.S. Holder is a corporation or other “exempt recipient” and (ii) in the case of backup withholding, the U.S. Holder provides a correct taxpayer identification number and certifies that it is not subject to backup withholding. The amount of any backup withholding from a payment to a U.S. Holder will be allowed as a credit against its U.S. federal income tax liability and may entitle it to a refund, provided that the required information is timely furnished to the Internal Revenue Service.

Certain U.S. Holders who are individuals (and certain specified entities) may be required to report information relating to their ownership of Shares or non-U.S. accounts through which Shares are held on Internal Revenue Service Form 8938. Substantial penalties and other tax consequences may apply for failure to timely file such reports. U.S. Holders should consult their tax advisers regarding their reporting obligations with respect to our Shares.

25.3 Swiss Tax Considerations

The following is a general summary of certain tax consequences of acquiring, owning, and disposing of Offer Shares based on the Swiss tax laws and regulations in force on the date of this Offering Circular. Tax consequences are subject to changes in applicable law, including changes that could have a retroactive effect. This is not a complete summary of the potential Swiss tax effects relevant to Offer Shares nor does the summary take into account or discuss the tax laws of any jurisdiction other than Switzerland. It also does not take into account prospective investors' individual circumstances. This summary does not purport to be a legal opinion or to address all tax aspects that may be relevant to any particular prospective investor. Prospective investors are urged to consult their own tax advisors as to the tax consequences of the acquiring, owning, and disposing of Offer Shares.

25.3.1 Swiss withholding tax

Non-taxable and taxable distributions

Repayments of nominal value of Shares (*Nennwertrückzahlungen*) are exempt from Swiss withholding tax (*Verrechnungssteuer*). Distributions made or paid on Shares out of reserves from capital contributions (*Reserven aus Kapitaleinlagen*) are exempt from Swiss withholding tax, provided the respective restrictions are respected (e.g., in case of a future listing on a Swiss stock exchange, the rule that capital contribution reserves can generally only be redeemed in conjunction with a taxable distribution of other reserves in at least the same amount, if any). Subject to certain other conditions, the proceeds from the issue of the Offer Shares will qualify as reserves from capital contributions and as nominal value of the Offer Shares.

The Company is required to deduct 35% Swiss withholding tax on dividends made or paid on Shares out of distributable profits brought forward from previous business and reserves other than reserves from capital contributions and remit the tax deducted to the Swiss Tax Administration. Such withholding applies also in case of a repurchase of Shares by the Company for subsequent cancellation, to the extent the Company uses reserves other than capital contribution reserves for the repurchase.

Refund of Swiss withholding tax on taxable distributions

The Swiss Federal Tax Administration or the relevant cantonal tax authority, as applicable, will refund or credit Swiss withholding tax deducted in full to individuals resident in Switzerland and to holders who hold the Shares on which the dividends have been paid as part of a trade or business in Switzerland and who, in particular, in each case, are the beneficial owners of the Shares and duly report the dividend in the income tax return or the financial statements, respectively, for the relevant tax period.

A holder who is not resident in Switzerland and who does not hold the Shares as part of a trade or business in Switzerland may be entitled to a full or partial refund by the Swiss Federal Tax Administration of the Swiss withholding tax deducted in accordance with the conditions of the tax convention between the country of

residence of the holder and Switzerland, if any. The procedures for claiming treaty benefits (and the time required for obtaining a refund) may differ from country to country and Switzerland does not currently offer any expedited or simplified refund mechanism.

25.3.2 Swiss issuance stamp tax

The Company will be subject to Swiss issuance stamp tax (*Emissionsabgabe*) on the issuance of the New Offer Shares of 1% of the Offer Price net of certain deductions.

25.3.3 Swiss securities transfer tax

The delivery of New Offer Shares against payment of the Offer Price is not subject to Swiss securities transfer tax (*Umsatzabgabe*). Any subsequent transactions in any New Offer Shares as well as the Offering of and any subsequent transactions in Existing Offer Shares and Option Shares are subject to Swiss securities transfer tax at an aggregate rate of 0.15% of the consideration paid for such Shares if a bank or other securities dealer in Switzerland or Liechtenstein, as defined in the Swiss Stamp Tax Act (*Bundesgesetz über die Stempelabgaben*), is a party or an intermediary to the transaction and to the extent no exemption applies. The Swiss securities transfer tax incurred as part of the Offering of Offer Shares will not be charged to investors in such Offer Shares and will be borne by the Selling Shareholders.

25.3.4 Swiss income taxes

Shares held by holders resident outside of Switzerland and with no trade or business in Switzerland

Holders of Shares who are not resident in Switzerland for tax purposes, and who, during the respective taxation year, have not engaged in a trade or business carried on through a permanent establishment situated in Switzerland for tax purposes will not be subject to any federal, cantonal or communal income tax as a result of any gain realized on the sale or other disposition of Shares or the receipt of dividends, if any, on Shares. See “—*Swiss withholding tax*” above for a summary on the Swiss withholding tax treatment of dividends and distributions on Shares. See “—*International Automatic Exchange of Information in Tax Matters*” below for a summary on the exchange of information in respect of holding Shares in an account or deposit with a financial institution or paying agent in Switzerland.

Shares held by Swiss resident individuals as private investments

Dividends, if any, on Shares made or paid by the Company out of reserves from capital contributions (*Reserven aus Kapitaleinlagen*) and repayments of nominal value of Shares (*Nennwertrückzahlungen*) are exempt from federal, cantonal and communal income taxes for holders of Shares who are individuals resident in Switzerland for tax purposes and who hold the Shares as private investments. Other dividends and distributions, if any, on Shares will be includible in federal, cantonal and communal taxable income for such holders. With regard to the sale of Shares, there are certain exemptions to the tax-exemption of private capital gains.

A capital gain realized by a holder on the sale of Shares held as private investments classifies as tax-exempt private capital gain and, vice versa, a capital loss as non-tax deductible private capital loss for purposes of federal, cantonal and communal income taxes. See “—*Shares held as assets of a Swiss business*” below for a summary of the taxation treatment of Swiss resident individuals who, for income tax purposes, are classified as “professional securities dealers”.

Shares held as assets of a Swiss business

For a holder who holds the Shares as part of a trade or business carried on in Switzerland, dividends and distributions, if any, made or paid on Shares, and any capital gain or loss realized on the sale Shares, are generally includible in, or deductible from, respectively, taxable income in the relevant taxation period for purposes of federal, cantonal and communal personal income taxes (as well as, in general, social security contributions) or corporate income taxes. This taxation treatment also applies to Swiss resident private individuals who, for income tax purposes, are classified as “professional securities dealers”.

Corporate taxpayers may be eligible for dividend relief (*Beteiligungszug*) in respect of dividends and distributions, if any, on Shares held as part of a Swiss business if the market value of such Shares equals or exceeds CHF 1 million.

25.3.5 Gift and Inheritance Tax

Transfers of Shares may be subject to cantonal and/or communal inheritance or gift taxes if the deceased or the donor were resident in a canton levying such taxes. This rule is applicable for most cantons, however, some do not levy gift tax.

25.3.6 International automatic exchange of information in tax matters

Switzerland has been participating in the Multilateral Competent Authority Agreement on Automatic Exchange of Financial Account Information (“**MCAA**”) for the automatic exchange of information (“**AEOI**”) in tax matters on the basis of the OECD Common Reporting Standard. In addition, Switzerland has concluded a number of bilateral agreements with the EU (the “**AEOI Agreement**” which applies to all 27 member states) and other jurisdictions. Based on the above AEOI agreements and the implementing laws of Switzerland (i.e., the Federal Act on the International Automatic Exchange of Information in Tax Matters (the “**AEOI Act**”) and the Ordinance on the International Automatic Exchange of Information in Tax Matters (the “**AEOI Ordinance**”)), the Swiss Federal Tax Administration collects certain data in respect of financial assets, including shares, and income derived thereon and credited to, accounts or deposits with a paying agent in Switzerland for the benefit of residents in a EU member state or a treaty state, and exchanges it with the tax authorities of the state of residence. A list of the AEOI agreements of Switzerland in effect or signed and becoming effective can be found on the website of the State Secretariat for International Finance (“**SIF**”): https://www.sif.admin.ch/sif/en/home/multilateral/steuer_informationsaust/automatischer-informationsaustausch/automatischer-informationsaustauschl.html. It should be noted that information may also be exchanged if financial assets are held at financial institutions outside of Switzerland. As of December 2020, there are over 4,400 bilateral exchange relationships activated with respect to more than 100 jurisdictions committed to the AEOI, with further jurisdictions continuously joining the AEOI network.

25.3.7 Swiss Facilitation of the Implementation of the U.S. Foreign Account Tax Compliance Act

Switzerland has concluded an intergovernmental agreement with the U.S. to facilitate the implementation of the Foreign Account Tax Compliance Act (“**FATCA**”). The agreement ensures that certain accounts held by U.S. persons with Swiss financial institutions are disclosed to the U.S. tax authorities either with the consent of the account holder or by means of group requests within the scope of administrative assistance. In Switzerland, information will not be transferred automatically in the absence of consent and instead, if consent is not given, will be exchanged within the scope of administrative assistance on the basis of the double taxation agreement between the U.S. and Switzerland. On 8 October 2014, the Swiss Federal Council approved a mandate for negotiations with the U.S. on changing the current direct-notification-based regime to a regime whereby the relevant information would be sent to the Swiss Federal Tax Administration, which in turn would provide the information to the U.S. tax authorities. It is currently unclear if and when such new regime comes into force. It should also be noted that FATCA is a global reporting regime and generally requires all non-U.S. financial institutions to ensure the reporting of certain U.S. accounts to the U.S. tax authorities. Information reporting to the U.S. tax authorities may therefore also be made if financial assets are held at financial institutions outside of Switzerland.

26 THE OFFERING

26.1 Joint Global Coordinators

The Offering is being arranged by Carnegie Investment Bank, Filial af Carnegie Investment Bank AB (publ), Sverige, Credit Suisse AG and Danske Bank A/S in their capacity as Joint Global Coordinators and Joint Bookrunners.

26.2 The Offering

The Offering consists of (i) an initial public offering to retail and institutional investors in Denmark; and (ii) the International Offering comprising (a) a private placement in the United States to persons who are “QIBs” (as defined in Rule 144A under the U.S. Securities Act) in reliance on Rule 144A or pursuant to another available exemption from the registration requirements under the U.S. Securities Act and (b) private placements to institutional investors in certain other jurisdictions outside of the United States. The Offering outside the United States will be made in compliance with Regulation S under the U.S. Securities Act of 1933, as amended.

An aggregate of 7,105,880 Offer Shares are being offered in connection with the Offering, excluding Shares subject to the Over-allotment Option. The Selling Shareholders are offering in aggregate 6,165,647 Existing Offer Shares, excluding any Shares subject to the Over-allotment Option. The Company is offering 940,233 New Offer Shares. Assuming completion of the Offering, the Company’s registered share capital will increase by a nominal value of CHF 94,023.30 to a total share capital of nominally CHF 1,974,489.90 as a result of the issue of New Offer Shares. The authorized share capital of the Company will decrease accordingly by the same nominal amount.

Ferd AS, Chr. Augustinus Fabrikker A/S, Danica Pension, Livsforsikringsaktieselskab, Funds managed by I&T Asset Management (Fondsmæglerselskabet Investering & Tryghed A/S) and Spar Nord Bank A/S have in connection with the Offering, subject to certain conditions, undertaken to purchase and/or subscribe for Offer Shares as Cornerstone Investors for a total purchase and subscription amount of DKK 600 million, corresponding to approximately 56% of the offering (excluding the Over-allotment Option). The commitments undertaken by the Cornerstone Investors are subject to certain conditions, e.g. that the Offer Price does not exceed the Offer Price, the Cornerstone Investors receiving allocations equal to their purchase amounts, and there being no material changes to the information contained in this Offering Circular. The undertakings of the Cornerstone Investors are divided as follows: Ferd AS will invest DKK 270 million, Chr. Augustinus Fabrikker A/S will invest DKK 115 million, Danica Pension, Livsforsikringsaktieselskab will invest DKK 115 million, Funds managed by I&T Asset Management (Fondsmæglerselskabet Investering & Tryghed A/S) will invest DKK 50 million and Spar Nord Bank A/S will invest DKK 50 million.

The Selling Shareholders have granted the Joint Global Coordinators an Over-allotment Option to purchase up to 1,065,882 Option Shares at the Offer Price, exercisable, in whole or in part, from the date of Admission until 30 calendar days thereafter, solely to cover over-allotments or short positions, if any, incurred in connection with the Offering, see “*Plan of Distribution*”. The final number of Option Shares will be adjusted so that it equals 15% of the number of Offer Shares (other than Option Shares), see “*Plan of Distribution*”.

Prior to the Offering, certain employees of the Group have undertaken to purchase and/or subscribe for Shares in the Company at the Offer Price up to a certain fixed investment amount for each eligible person. The undertakings are conditional only upon the Offering not being terminated. The delivery of Shares will take place following settlement of the Offering. 223,083 of the Existing Offer Shares are reserved for purchase by the Company and expected to be sold to certain employees of the Group following the Offering.

Following the Offering, the Company plans to apply for admission to trading of the Shares on the SIX Swiss Exchange AG (“**SIX Swiss**”) as a dual-listing. The potential admission to trading of the Shares on SIX Swiss and dual-listing will not affect the Admission. No decision has been made to undertake or complete such a dual-listing.

26.3 Offer Price

The Offer Price is free of brokerage charges and is DKK 150 per Offer Share. This Offer Price has been set by the Significant Shareholders in consultation with the other Selling Shareholders, the Board of Directors and the Joint Global Coordinators, taking into account, among other things, the Company’s historic and projected revenue and earnings, the Company’s objective to establish an orderly after market in the Offer Shares and prevailing market conditions.

26.4 Offer Period

The Offer Period will commence on 17 May 2021 and will close no later than 31 May 2021 at 2:00 p.m. (CEST). The Offer Period may be closed prior to 31 May 2021; however, the Offer Period will not be closed in whole or in part before 26 May 2021 at 00:01 a.m. (CEST). If the Offering is closed before 31 May 2021, the announcement allocation, the results of the Offering and the Admission may be moved forward accordingly. The Offer Period in respect of applications for subscriptions or purchases of amounts up to, and including, DKK 3 million may be closed before the remainder of the Offering is closed. Any such earlier closing, in whole or in part, will be announced through Nasdaq Copenhagen.

26.5 Submission of Bids

26.5.1 Applications to subscribe or purchase for amounts of up to and including DKK 3 million

Applications by Danish investors to subscribe or purchase for amounts of up to and including DKK 3 million should be made to the investor's own account holding bank either electronically through online banking or by submitting the application form enclosed in this Offering Circular during the Offer Period or such shorter period as may be announced through Nasdaq Copenhagen. Applications are binding and cannot be altered or cancelled. Bids may only be made at the Offer Price per Offer Share in DKK. Applications should be made for a number of Offer Shares or for an aggregate amount rounded to the nearest DKK amount. Only one application will be accepted from each account in VP Securities. For binding orders, the application form must be submitted to the investor's own account-holding bank in complete and executed form in due time to allow the investor's own account-holding bank to process and forward the application to ensure that it is in the possession of Danske Bank, no later than 2:00 p.m. (CEST) on 31 May 2021, or such earlier time at which the Offering is closed.

26.5.2 Applications to subscribe or purchase for amounts of more than DKK 3 million

Investors who wish to apply to subscribe or purchase for amounts of more than DKK 3 million can indicate their interest to one or more of the Joint Global Coordinators during the Offer Period. During the Offer Period, such investors can continuously change or withdraw their declarations of interest, but these declarations of interest become binding applications at the end of the Offer Period. Immediately following determination by the Company, the Significant Shareholders and the Joint Global Coordinators expected on 1 June 2021, investors will be allocated a number of Temporary Purchase Certificates representing Offer Shares at the Offer Price within the limits of the investor's most recently submitted or adjusted declaration of interest. All applications made at the Offer Price, will be settled at the Offer Price following allotment, if any.

26.6 Minimum and Maximum Subscription and Purchase Amounts

The minimum subscription or purchase is one Offer Share. No maximum subscription or purchase amount applies to the Offering. However, the number of shares is limited to the number of Offer Shares in the Offering.

26.7 Allocation and Reduction

In the event that the total amount of Shares applied for in the Offering exceeds the number of Offer Shares, reductions will be made as follows:

- With respect to applications for amounts of up to and including DKK 3 million, reductions will be made mathematically.
- With respect to applications for amounts of more than DKK 3 million, individual allocations will be made. The Joint Global Coordinators will allocate the Offer Shares after agreement of such allocations with the Board of Directors.
- 3,999,998 Offer Shares will be reserved for the Cornerstone Investors to purchase and/or subscribe for at the Offer Price in connection with the Offering.
- Prior to the Offering, certain employees of the Group have undertaken to purchase and/or subscribe for Shares in the Company at the Offer Price up to a certain fixed investment amount for each eligible person. The undertakings are conditional only upon the Offering not being terminated. The delivery of Shares will take place following settlement of the Offering. 223,083 of the Existing Offer Shares are reserved for purchase by the Company and expected to be sold to certain employees of the Group following the Offering.

It is expected that the result of the Offering and the basis of the allocation will be announced through Nasdaq Copenhagen no later than 7:30 a.m. (CEST) on 1 June 2021. If the Offer Period is closed before 31 May 2021, announcement of the results of the Offering and allocation will be brought forward accordingly.

Following the expiration of the Offer Period, investors will receive a statement indicating the number of Temporary Purchase Certificates representing Offer Shares allocated, if any, and the equivalent value at the Offer Price unless otherwise agreed between the investor and the relevant account-holding bank.

Orders as well as indications of interest may not result in an allocation of Offer Shares.

If the total applications in the Offering exceed the number of Offer Shares, a reduction will be made. In such event, the Joint Global Coordinators reserve the right to require documentation to verify that each application relates to a single account in VP Securities. Further, the Joint Global Coordinators reserve the right to require documentation to verify the authenticity of all orders, to demand the name of each subscriber or purchaser, to pass on such information to the Company, and to make individual allocations if there are several orders that are determined to have originated from the same investor. To the extent several orders are determined to have originated from the same investor, only the largest order in DKK will be taken into consideration and all other orders will be rejected.

26.8 Authorization

The Board of Directors passed a resolution on 17 May 2021 pursuant to the authorization in article 3a of the Articles of Association granted to the Board of Directors at the annual general meeting held on 29 April 2021 (see “*Description of the Shares and Share Capital—Authorizations to Increase the Share Capital*”), to increase the Company’s share capital by 940,233 new Shares with a total nominal value of CHF 94,023.30. The capital increase will be made by way of cash payment and without pre-emption rights (*Bezugsrechte*) to the existing Shareholders.

26.9 Dilution

The existing Shares issued and outstanding prior to the completion of the Offering will be diluted in connection with the Offering by the issuance of 940,233 New Offer Shares in the Offering, corresponding to a nominal value of up to CHF 94,023.30. The Shares issued and outstanding as of the date of this Offering Circular will represent 95% of the Company’s share capital at the time of the completion of the Offering.

The Company’s net asset value as at 31 March 2021 was EUR 83,825,000 or approximately EUR 4.49 per Share. The net asset value per existing Share prior to the Offering is determined by dividing the net asset value by the total number of existing Shares prior to the Offering at the aforementioned date. The Offer Price is free of brokerage charges and is DKK 150 per Offer Share.

26.10 Trading and Official Listing on Nasdaq Copenhagen

Application has been made for the Temporary Purchase Certificates to be admitted to trading on Nasdaq Copenhagen under the symbol “TRIFOR TEMP” and for the Shares to be admitted to trading and official listing under the symbol “TRIFOR” on Nasdaq Copenhagen. The Admission is subject to, among other things, Nasdaq Copenhagen’s approval of the distribution of the Offer Shares representing at least 25% of the share capital and amongst at least 500 qualified investors each holding Shares with a value of at least EUR 500, the Offering not being withdrawn prior to the settlement of the Offering, and the Company making an announcement to that effect. Trading on Nasdaq Copenhagen will commence before all such conditions are met and will be suspended if the Offering is not completed. Consequently, all dealings in the Temporary Purchase Certificates prior to settlement of the Offering, and the Company making an announcement to that effect, will be conditional on the Offering not being withdrawn prior to settlement of the Offering, and the Company making an announcement to that effect, and all dealings in the Temporary Purchase Certificates prior to settlement of the Offering are for the account of, and at the sole risk of, the parties concerned.

The first day of trading of the Temporary Purchase Certificates on Nasdaq Copenhagen is expected to be 1 June 2021 under the temporary ISIN, and the last day of trading of the Temporary Purchase Certificates on Nasdaq Copenhagen is expected to be 3 June 2021. The Shares are expected to be admitted to trading and official listing on Nasdaq Copenhagen under the permanent ISIN on 4 June 2021. If the Offer Period is closed before 31 May 2021, the Admission, the Settlement Date, the delivery of Temporary Purchase Certificates, the automatic exchange of Temporary Purchase Certificates for Offer Shares and the first day of trading and official listing of the Offer Shares on Nasdaq Copenhagen may be moved forward accordingly.

Payment for and settlement of the Offer Shares are expected to take place on or around 3 June 2021 by way of delivery of Temporary Purchase Certificates. The capital increase relating to the New Offer Shares to be issued by the Company pursuant to the Offering will be registered with the commercial register of the Canton of Schwyz, which is expected to take place no later than on 3 June 2021.

Subject to registration of the New Offer Shares with the commercial register of the Canton of Schwyz and settlement of the Offering, the Temporary Purchase Certificates will automatically be exchanged in VP Securities for a corresponding number of Offer Shares, which are expected to be delivered on 7 June 2021 end of day. In connection with the Temporary Purchase Certificates being automatically exchanged for Offer Shares, the Temporary Purchase Certificates will cease to exist.

If the Offering is not completed, no Temporary Purchase Certificates or Offer Shares will be delivered to investors. Consequently, any trades in the Temporary Purchase Certificates or the Offer Shares effected on or off the market before settlement of the Offering may subject investors to liability for not being able to deliver the Temporary Purchase Certificates or the Shares sold and investors who have sold or acquired Temporary Purchase Certificates or Shares on or off the market may incur a loss. Any such dealings will be at the sole risk of the parties concerned. If the Offering is terminated or withdrawn, the Offering and any associated arrangements will lapse, all submitted orders will be automatically cancelled, any monies received in respect of the Offering will be returned to the investors without interest (less any transaction costs) and admission to trading and/or official listing of the Temporary Purchase Certificates or the Offer Shares on Nasdaq Copenhagen will be cancelled. Consequently, any trades in the Temporary Purchase Certificates and/or Shares effected on or off the market before settlement of the Offering may subject investors to liability for not being able to deliver the Temporary Purchase Certificates and/or Shares sold, and investors who have sold or acquired Temporary Purchase Certificates and/or Shares on or off the market may incur a loss. All dealings in the Temporary Purchase Certificates and/or the Offer Shares prior to settlement of the Offering are for the account of, and at the sole risk of, the parties concerned.

The Shares traded on Nasdaq Copenhagen represent share entitlements to the Shares registered with VP Securities on a securities account of the account operator acting as the nominee custodian for the Company's share issuing agent. See also "*—Registration and Settlement*".

26.11 Identification

Permanent ISIN for the Shares: CH1111227810

Temporary ISIN for the Temporary Purchase Certificates: CH1113156488

The temporary ISIN code will be used for the settlement of Temporary Purchase Certificates representing the Offer Shares in VP Securities and on Clearstream and Euroclear in connection with the Offering.

Nasdaq Copenhagen Symbol for the Shares: "TRIFOR"

Nasdaq Copenhagen Symbol for the Temporary Purchase Certificates: "TRIFOR TEMP"

26.12 Share Lending Agreement

The Selling Shareholders have agreed with the Joint Global Coordinators to make available up to 1,065,882 existing Shares for purposes of delivery of the Offer Shares to investors in connection with the Over-allotment Option. The existing Shares made available by the Selling Shareholders shall be redelivered by the Joint Global Coordinators, no later than following the expiry of the Over-allotment Option if the Over-allotment Option is not exercised. No costs, interest or other payments shall be made by the Group as a result of the share lending agreement or the Over-allotment Option, if exercised.

26.13 Registration and Settlement

The Temporary Purchase Certificates and the Offer Shares will be registered in book-entry form electronically with VP Securities, Weidekampsgade 14, P.O. Box 4040, DK-2300 Copenhagen S, Denmark. All Temporary Purchase Certificates and Shares are registered on accounts with account-holding banks in VP Securities. Investors that are not residents of Denmark may use a Danish bank directly or their own bank's Danish correspondent bank as their account-holding bank or arrange for registration and settlement through Clearstream, 42 Avenue JF Kennedy, L-1855 Luxembourg, Luxembourg, or Euroclear, 1, Boulevard du Roi Albert II, B-1210 Brussels, Belgium.

Payment for and settlement of the Offer Shares are expected to take place on 3 June 2021 (i.e., the Settlement Date), by way of delivery of Temporary Purchase Certificates against payment in immediately available funds

in DKK in book-entry form to investors' accounts with VP Securities and through the facilities of Euroclear and Clearstream.

Subject to completion of the Offering and registration of the New Offer Shares with the commercial register of the Canton of Schwyz, the Temporary Purchase Certificates will automatically be exchanged for a corresponding number of Shares, which are expected to be delivered two business days after the Settlement Date end of day in book-entry form to the holder of the Temporary Purchase Certificates' account with VP Securities and through the facilities of Euroclear and Clearstream. If the Offer Period is closed before 31 May 2021, the Settlement Date, the delivery of Temporary Purchase Certificates, the automatic exchange of Temporary Purchase Certificates for Shares and the first day of trading and official listing of the Shares on Nasdaq Copenhagen may be moved forward accordingly.

The account-holding bank will normally send a statement to the name and address registered in VP Securities showing the number of Temporary Purchase Certificates representing Offer Shares purchased or subscribed for by the investor unless otherwise agreed between the investor and the relevant account-holding bank. This statement also constitutes evidence of the investor's holding.

All dealings in the Temporary Purchase Certificates and/or the Offer Shares prior to settlement of the Offering will be for the account of, and at the sole risk of, the parties involved.

The Shares, including the Offer Shares, will have their primary registration in SIX SIS. In order to enable trading on Nasdaq Copenhagen for the Shares, including the Offer Shares, the Shares will also be registered with VP Securities. The Shares registered with VP Securities will be recorded in SIX SIS' securities system on the securities account of the account operator acting as the nominee custodian for the Company's share issuing agent. Shares registered with SIX SIS will have the same ISIN as Shares registered with VP Securities.

26.14 Withdrawal of the Offering

Completion of the Offering is conditional upon, among other things, Nasdaq Copenhagen's approval of the distribution of the Offer Shares, the Offering not being withdrawn prior to settlement of the Offering (including registration of the capital increase with respect to the New Offer Shares with the commercial register of the Canton of Schwyz) and the Company making an announcement to that effect. The Offering may be withdrawn by the Company and the Significant Shareholders at any time before announcement of the results of the Offering and allocation of the Offering and first day of trading of the Temporary Purchase Certificates on Nasdaq Copenhagen take place. The Offering may also be withdrawn if Nasdaq Copenhagen is not satisfied that there will be a sufficiently broad distribution of the Shares to investors or if, for other reasons, the Temporary Purchase Certificates or the Shares cannot be admitted for trading and official listing on Nasdaq Copenhagen.

In addition, the Underwriting Agreements contain a provision entitling the Joint Global Coordinators (acting jointly, in good faith and reasonably and after having consulted with the Company) to terminate the Offering (and the arrangements associated with it) at any time prior to settlement of the Offering by delivery and payment for the Temporary Purchase Certificates representing the Offer Shares expected on or around 3 June 2021 (including after Admission) in certain circumstances, including force majeure and material changes in the financial condition of the Group's business.

The termination rights of the parties to the Underwriting Agreements will lapse upon settlement of the Offering, currently expected to take place on 3 June 2021, except in respect of the Option Shares. The termination rights of the parties to the Underwriting Agreements shall lapse, in respect of the Option Shares, upon settlement of the sale of the Option Shares, if the Over-allotment Option is exercised.

Nasdaq Copenhagen's approval of the Admission on Nasdaq Copenhagen is subject to such termination rights not being exercised after announcement of the results of the Offering and prior to settlement of the Offering (other than any termination rights in respect of the Over-allotment Option).

The Underwriting Agreements contain closing conditions which the Company believes are customary for offerings such as the Offering. In addition, the Company and the Selling Shareholders have given usual representations and warranties to the Joint Global Coordinators and the Joint Bookrunners. The completion of the Offering is dependent on compliance with all of the closing conditions set forth in the Underwriting Agreements. If one or more closing conditions are not met, the Joint Global Coordinators and the Joint Bookrunners may, at their discretion, withdraw the Offering. If the Offering is terminated or withdrawn, the Offering and any associated arrangements will lapse, all submitted orders will be automatically cancelled, any monies received in respect of the Offering will be returned to the investors without interest (less any transaction costs) and admission to trading and/or official listing of the Temporary Purchase Certificates or the Shares on

Nasdaq Copenhagen will be cancelled. All dealings in the Temporary Purchase Certificates and/or the Offer Shares prior to settlement of the Offering are for the account of, and at the sole risk of, the parties involved. Any withdrawal of the Offering will be announced immediately through Nasdaq Copenhagen.

26.15 Investors' Withdrawal Rights

In the event that the Company is required to publish a supplement to this Offering Circular, between the date of publication of this Offering Circular and Admission, investors who have submitted orders to subscribe for or purchase Offer Shares in the Offering shall have two trading days following the publication of the relevant supplement within which the investors can withdraw their offer to subscribe for or purchase Offer Shares in the Offering in its entirety, and accordingly the Offer Period may be extended if the Company is required to publish a supplement to this Offering Circular near the end of the Offer Period to allow investors to exercise their right to withdraw their subscription order. The right to withdraw an application to subscribe for or purchase Offer Shares in the Offering in these circumstances will be available to all investors in the Offering, provided the obligation to publish a supplement to this Offering Circular was triggered before the closing of the Offer Period and provided no Offer Shares have been delivered. If the order is not withdrawn within the stipulated period any order to subscribe for or purchase Offer Shares in the Offering will remain valid and binding.

26.16 Costs of the Offering

The total expenses in relation to the Offering, including commissions and fees (fixed and discretionary) payable by the Company to the Joint Global Coordinators, other advisor fees and expenses are estimated to be approximately DKK 21 million. In addition, certain expenses in relation to the Offering, including commissions and fees (fixed and discretionary) to be paid to the Joint Global Coordinators, are payable by the Selling Shareholders based proportionately on the numbers of Offer Shares that are sold in the Offering.

Further, the Company and the Selling Shareholders have agreed to pay a selling commission to account-holding banks (unless such account-holding bank is a Joint Global Coordinator) equivalent to 0.25% of the Offer Price of the Offer Shares that are allocated in respect of orders of up to and including DKK 3 million submitted through the account-holding banks (except for the Joint Global Coordinators) to be paid proportionately by the Company and the Selling Shareholders based on the number of Offer Shares, respectively, that are sold and subscribed for.

None of the Company, the Selling Shareholders or the Managers will charge expenses to investors. Investors will have to bear customary transaction and handling fees charged by their account-holding banks.

26.17 Selling Agents for the Danish Offering

Danske Bank A/S

Holmens Kanal 2-12

DK-1092 Copenhagen K

Denmark

Danske Bank A/S by e-mail: prospekter@danskebank.dk.

A request for copies of the Offering Circular may be submitted by persons who satisfy the requirements of the applicable selling restrictions from the Joint Global Coordinators.

In addition, the Offering Circular is available, subject to certain restrictions, on the Company's website (www.trifork.com). Information included on the Company's website does not form part of and is not incorporated into this Offering Circular.

The distribution of this Offering Circular and the offer or sale of the Offer Shares in certain jurisdictions are restricted by law. Persons possessing this Offering Circular are required by the Company and the Joint Global Coordinators to inform themselves about and to observe any restrictions. This Offering Circular does not constitute an offer to sell or a solicitation of an offer to buy or subscribe for any of the Offer Shares in any jurisdiction to any person to whom it would be unlawful to make such an offer in such jurisdiction.

26.18 Interests of Natural and Legal Persons Involved in the Offering

As described in "*Board of Directors, Executive Management and Key Employee—Statement on Conflicts of Interest*" and in "*Ownership Structure and Shareholders*", certain members of the Company's Board of Directors as well as the Executive Management and the Key Employee are shareholders, directly or indirectly,

or hold economic interests therein and therefore have an interest in the Offering. Further, the Executive Management, the Key Employee and certain other employees of the Group are Selling Shareholders and therefore have a direct economic interest in the Offering. In addition, the Executive Management participates in a share-based incentive program as described in “*Board of Directors, Executive Management and Key Employee—Incentive program*” and therefore have a direct economic interests in the Offering.

Ferd AS, Chr. Augustinus Fabrikker A/S, Danica Pension, Livsforsikringsaktieselskab, Funds managed by I&T Asset Management (Fondsmæglerselskabet Investering & Tryghed A/S) and Spar Nord Bank A/S have in connection with the Offering, subject to certain conditions, undertaken to purchase and/or subscribe for Offer Shares as Cornerstone Investors and, accordingly, will have a direct economic interest in the Offering. The commitments undertaken by the Cornerstone Investors are subject to certain conditions, e.g. that the Offer Price does not exceed a certain price, the Cornerstone Investors receiving allocations equal to their purchase amounts, and there being no material changes to the information contained in this Offering Circular.

No member of the Board of Directors or Executive Management, directly or indirectly, hold more than 5% of the Company’s share capital except for Jørn Larsen who, directly and indirectly, owns 23.98% of the share capital in the Company prior to Admission and Lars Lunde, who, in his capacity as partner of GRO Capital A/S and chairman of GRO Holding I ApS, indirectly controls 20.00% of the share capital in the Company prior to Admission.

See also “*Plan of Distribution*” for a description of certain interests of the Joint Global Coordinators in the Offering.

The Company is not aware of any other potential interest of natural or legal persons involved in the Offering who may have a material interest in the Offering.

26.19 Governing Law

The New Offer Shares are issued in accordance with Swiss law. The Offering and this Offering Circular are governed by Danish law.

27 THE DANISH SECURITIES MARKET

Set forth below is a summary of certain information concerning the Danish securities market including information on certain provisions of Danish law and Danish securities market regulations in effect on the date of this Offering Circular. Such summary is qualified in its entirety by reference to the applicable Danish law and securities market regulations.

27.1 Nasdaq Copenhagen

Nasdaq Copenhagen is a company incorporated and organized under the laws of Denmark. Trading on Nasdaq Copenhagen is conducted by authorized firms, which include major Danish banks and other securities brokers, as well as certain mortgage credit institutions and the Danish Central Bank.

The trading system for equities trading in Denmark on Nasdaq Copenhagen operates between 9:00 a.m. and 4:55 p.m. (CEST) on weekdays. After the end of the continuous trading there is a pre-closing call between 4:55 p.m. to 5:00 p.m. (CEST). An after trade “post trade” session exists from 5:00 p.m. to 5:20 p.m. (CEST). Before the continuous trading begins, there is a second after trade “pre-open” session from 8:00 a.m. to 9:00 a.m. (CEST) and a morning call session from 8:45 a.m. to 9:00 a.m. (CEST) for the purpose of establishing fair opening prices. After the opening prices have been presented, the continuous trading begins.

27.2 Registration Process

In connection with an initial public offering, a company’s shares are registered in book-entry form on accounts maintained in the computer system of VP Securities, which acts as an electronic central record of ownership and as the clearing center for all transactions in Denmark. The address of VP Securities is Weidekampsgade 14, DK-2300 Copenhagen S, Denmark.

Danish financial institutions, such as banks, are authorized to keep accounts for each specific investor with VP Securities, including for Euroclear and Clearstream. All Danish shares listed on Nasdaq Copenhagen are dematerialized, “non-certificated” and registered with VP Securities. The account is maintained through an account-holding bank.

The account-holding bank has the exclusive right to make transactions and registrations on these accounts on behalf of its customers.

Shares shall be registered in the name of the holder through the account-holding bank.

The Shares, including the Offer Shares, will have their primary registration in SIX SIS. In order to enable trading on Nasdaq Copenhagen for the Shares, including the Offer Shares, the Shares will also be registered with VP Securities. The Shares registered with VP Securities will be recorded in SIX SIS’ securities system on the securities account of the account operator acting as the nominee custodian for the Company’s share issuing agent. Shares registered with SIX SIS will have the same ISIN as Shares registered with VP Securities.

27.3 Nominees

An account may be kept on behalf of one or more owners, meaning that a shareholder may appoint a nominee.

A nominee shareholder is entitled to receive dividends and to exercise all subscription and other financial and administrative rights attached to the shares held in its name with VP Securities. The relationship between the nominee shareholder and the beneficial owner is regulated solely by an agreement between the parties, and the beneficial owner must disclose its identity, if any of the aforementioned rights are to be exercised directly by the beneficial owner.

The right to appoint a nominee does not eliminate a shareholder’s obligation to notify the Company and the Danish FSA of a major shareholding. See “*The Danish Securities Market—Disclosure of Major Shareholdings*” below.

27.4 Settlement Process

Settlement in connection with trading on Nasdaq Copenhagen normally takes place on the second business day after effecting a sale or purchase transaction. The account-holding bank sends a statement to the name and address recorded in VP Securities, showing the amount of shares held in that name, which provides the holder with evidence of its rights. Settlement can also take place through the clearing facilities of Euroclear and Clearstream.

27.5 Disclosure of Major Shareholdings

Shareholders in companies with shares admitted to trading and official listing on Nasdaq Copenhagen are, pursuant to Section 38 of the Danish Capital Markets Act, required to give simultaneous notice to the company and the Danish FSA of the shareholding in the company, when the shareholding reaches, exceeds or falls below thresholds of 5%, 10%, 15%, 20%, 25%, 50% or 90% and limits of one-third or two-thirds of the voting rights or nominal value of the total share capital.

A shareholder in a company means a natural or legal person who, directly or indirectly, holds: (i) shares in the company on behalf of himself/herself/itself and for his/her/its own account; (ii) shares in the company on behalf of himself/herself/itself, but for the account of another natural or legal person; or (iii) depository receipts, where such holder is considered a shareholder in relation to the underlying shares represented by the depository receipts.

The duty to notify set forth above further applies to natural and legal persons who are entitled to acquire, sell or exercise voting rights which are:

- (i) held by a third party with whom that natural or legal person has concluded an agreement, which obliges them to adopt, by concerted exercise of the voting rights they hold, a lasting common policy towards the management of the issuer in question (common duty to inform for all parties to the agreement);
- (ii) held by a third party under an agreement concluded with that natural or legal person providing for the temporary transfer of the voting rights in question in return for consideration;
- (iii) attached to shares which are lodged as collateral for that natural or legal person, provided the person controls the voting rights and declares an intention of exercising them;
- (iv) attached to shares in which that natural or legal person has a lifelong right of disposal;
- (v) held, or may be exercised within the meaning of (i) to (iv), by an undertaking controlled by that person or entity;
- (vi) attached to shares deposited with that natural or legal person and which the person can exercise at his/her/its own discretion in the absence of specific instructions from the shareholders;
- (vii) held by a third party in its own name on behalf of that person; or
- (viii) exercisable by that person through a proxy where that person may exercise the voting rights at his/her/its discretion in the absence of specific instructions of the shareholder.

The duty to notify set forth above also applies to anyone, who directly or indirectly holds (a) financial instruments that afford the holder either an unconditional right to acquire or the discretion as to his/her/its right to acquire existing shares (e.g., share options); and/or (b) financial instruments based on existing shares and with an economic effect equal to that of the financial instruments mentioned in (a), regardless of them not affording the right to purchase existing shares (e.g., cash-settled derivatives linked to the value of the shares in question). Holding these kinds of financial instruments counts towards the thresholds mentioned above and may thus trigger a duty to notify by itself or when accumulated with a shareholding.

The notification shall be made promptly but no later than four weekdays after the shareholder was aware or should have become aware of the completion of the transaction, and in accordance with the provisions of Danish Executive Order no. 1172 of 31 October 2017 on Major Shareholders. The shareholder is deemed to have become aware of the completion of the transaction two weekdays after the completion of the transaction. The shareholder shall disclose the change in voting rights and shares, including the number of voting rights (and the distribution of voting rights among share classes, if applicable) and shares held directly or indirectly by the shareholder following the transaction. The notification shall further state the transaction date on which the threshold was reached or no longer reached and the identity of the shareholder as well as the identity of any natural or legal person with the right to vote on behalf of the shareholder and in the case of a group structure, the chain of controlled undertakings through which voting rights are effectively held. The information shall be notified to the company and simultaneously submitted electronically to the Danish FSA. Failure to comply with the notification requirements is punishable by fine or suspension of voting rights in instances of gross or repeated non-compliance.

When an obligation to notify rests on more than one natural or legal person the notification may be made through a joint notification. However, use of a joint notification does not exempt the individual shareholders or natural or legal persons from their responsibilities in connection with the obligation to notify or the contents of the notification.

After receipt of the notification, the company shall promptly, but not later than three weekdays thereafter, publish the contents of the notification.

A similar duty, as set forth above, also applies to a company's holding of treasury shares. A company with shares admitted to trading and official listing on Nasdaq Copenhagen is required to promptly, but not later than four weekdays thereafter, publish an announcement specifying the company's, direct or indirect, holding of treasury shares, when the holding reaches, exceeds or falls below the thresholds of 5% or 10% of the voting rights or the nominal value of the share capital. This duty applies regardless of whether the company holds the treasury shares itself or through a person acting in his own name but on the company's behalf.

Further, if and to the extent the shares of the Company are subsequently listed on SIX Swiss Exchange (see "*The Offering—The Offering*"), article 120 et seq. of the Swiss Financial Market Infrastructure Act ("**FinMIA**") will apply, and an investor who, directly or indirectly or acts in concert with third-parties, acquires or disposes of Shares or rights relating to Shares, and thereby reaches, falls below or exceeds the thresholds of 3%, 5%, 10%, 15%, 20%, 25%, 33.33%, 50% or 66.66% of the voting rights of the Company, whether exercisable or not, must notify this to the Company and to SIX Swiss Exchange.

Further, the Company will, irrespective of any subsequent listing on SIX Swiss Exchange (see "*The Offering—The Offering*"), be obliged to list and disclose significant shareholders who holds, directly or indirectly or in concert with others, more than 5% of the voting rights of the company as well as their shareholdings in the notes to the Company's financial statements.

27.6 Short Selling

The Short Selling Regulation (236/2012/EU) includes certain notification requirements in connection with short selling and imposes restrictions on uncovered short selling of shares admitted to trading on a trading venue (including Nasdaq Copenhagen).

When a natural or legal person reaches, exceeds or falls below a net short position of 0.2% of the issued share capital of a company that has shares admitted to trading on a trading venue, such person shall make a notification to the relevant competent authority, which in Denmark is the Danish FSA. The obligation to notify the Danish FSA, moreover, applies in each case where the net short position reaches, exceeds or falls below each 0.1% threshold above the 0.2% threshold. In addition, when a natural or legal person reaches, exceeds or falls below a net short position of 0.5% of the issued share capital of a company that has shares admitted to trading on a trading venue in the European Union and each 0.1% above that, such person shall make a public notification of its net short position via the Danish FSA. The notification requirements apply to both physical and synthetic short positions. In addition uncovered short selling (naked short selling) of shares admitted to trading on a trading venue is prohibited.

A natural or legal person is prohibited from entering into a short sale of shares admitted to trading on a trading venue unless one of the following conditions is satisfied: (i) the natural or legal person has borrowed the share or has made alternative provisions resulting in a similar legal effect; (ii) the natural or legal person has entered into an agreement to borrow the share or has another absolutely enforceable claim under contract or property law to be transferred ownership of a corresponding number of securities of the same class so that settlement can be effected when it is due; or (iii) the natural or legal person has an arrangement with a third party under which that third party has confirmed that the share has been located and has taken measures vis-à-vis third parties necessary for the natural or legal person to have a reasonable expectation that settlement can be effected when it is due. Certain exemptions apply to the prohibition, such as in the case of market-makers or in connection with stabilization in accordance with the Commission Delegated Regulation (EU) 2016/1052.

27.7 Mandatory Tender Offers

The Danish Capital Markets Act and the Danish Executive Order no. 636 of 15 May 2020 on Takeover Bids includes rules concerning public offers for the acquisition of shares admitted to trading on a regulated market (including Nasdaq Copenhagen).

If a shareholding is transferred, directly or indirectly, in a company with one or more share classes admitted to trading on a regulated market, to an acquirer or to persons acting in concert with such acquirer, the acquirer and the persons acting in concert with such acquirer, if applicable, shall give all shareholders of the company the option to dispose of their shares on identical terms, if the acquirer, or the persons acting in concert with such acquirer, as a result of the transfer, gains a control over the company as a result of the transfer.

Control exists if the acquirer, or persons acting in concert with such acquirer, directly or indirectly, holds at least one-third of the voting rights in the company, unless it can be clearly proven in special cases that such

ownership does not constitute control. An acquirer, or persons acting in concert with such acquirer, who does not hold at least one-third of the voting rights in a company, nevertheless has control when the acquirer has or persons acting in concert with such acquirer have:

- (a) the right to control at least one-third of the voting rights in the company according to an agreement with other investors; or
- (b) the right to appoint or dismiss a majority of the members of the central governing body of the company.

Voting rights attached to treasury shares shall be included in the calculation of voting rights.

The Danish Capital Markets Act contains specific exemptions from the obligation to submit a mandatory takeover offer, including transfers of shares by inheritance or transfer within the same group and as a result of a creditor's debt enforcement proceedings. Exemptions from the mandatory tender offer rules may be granted under special circumstances by the Danish FSA.

27.8 Mandatory Redemption of Shares

See *"Description of the Shares and share capital—Redemption and Conversion Provisions"*.

27.9 Disclosure Requirements for Companies Admitted to Trading and Official Listing on Nasdaq Copenhagen

As a company with its securities admitted to trading on a regulated market, the Company will under Regulation (EU) No. 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (the **"Market Abuse Regulation"**) and the Nasdaq Rulebook be obliged to inform the public and the Danish FSA of inside information, as defined in Article 7 of the Market Abuse Regulation, as soon as possible if such information directly concerns the Company. Inside information must be disclosed as soon as possible unless the Company is in a position to delay such disclosure to the public with reference to Article 17(4) of the Market Abuse Regulation.

In addition, the Company will be obliged to disclose certain other information to the public pursuant to the Danish Capital Markets Act, the Danish Executive Order no. 1173 of 31 October 2017 on Issuers' Duty to Provide Information and the Nasdaq Rulebook, regardless of whether this information amounts to inside information.

28 PLAN OF DISTRIBUTION

28.1 The Offering

Two separate Underwriting Agreements have been entered into with respect to the Offer Shares between respectively, (i) Company, the Significant Shareholders and the Joint Global Coordinators named below and (ii) the Other Selling Shareholders and Carnegie, each dated 17 May 2021 (the “**Underwriting Agreements**”). Subject to certain conditions, as set forth in the Underwriting Agreements, including, among others, approval of the Offering Circular by the Danish FSA and the execution of the certain lock-up undertakings described in “—*Lock-up Arrangements*”, and the execution of an allocation agreement, the Company and the Selling Shareholders, severally but not jointly, will agree to sell to the purchasers procured by the Joint Global Coordinators or Carnegie, respectively, or, failing such procurement, to the Joint Global Coordinators themselves; and each of the Joint Global Coordinators, severally but not jointly, will agree to procure purchasers for, or failing such procurement, to purchase from the Company or the Selling Shareholders the percentage of total number of Offer Shares offered listed opposite such Joint Global Coordinator’s name below.

<u>Joint Global Coordinators</u>	<u>Percentage of Offer Shares</u>
Carnegie Investment Bank, Filial af Carnegie Investment Bank AB (publ), Sverige, Overgaden Neden Vandet 9B, DK-1414 Copenhagen K, Denmark	40.91%
Credit Suisse AG, Paradeplatz 8, CH-8001 Zürich, Switzerland	34.09%
Danske Bank A/S, Holmens Kanal 2 -12, DK-1092 Copenhagen K, Denmark	25.00%
Total	100%

The Underwriting Agreements provide that the obligations of the Joint Global Coordinators are subject to: (i) entry into the allocation agreement between the Company, the Significant Shareholders and the Joint Global Coordinators, which will contain the exact number of Offer Shares; (ii) receipt of opinions on certain legal matters from counsel; and (iii) certain other conditions, including receipt of auditor letters and reports and officer certificates, which the Company considers customary in the context of the Offering. The Company has agreed to indemnify the Joint Global Coordinators against certain losses and liabilities arising out of or in connection with the Offering. The Joint Global Coordinators are not required to take or pay for the Option Shares covered by the Joint Global Coordinators’ Over-allotment Option described below.

The offering and sale of the shares (a) inside the United States will be made by the Joint Global Coordinators through their respective selling agents to QIBs in reliance on Rule 144A or pursuant to another available exemption from the registration requirements of the Securities Act, (b) outside the United States will be made in offshore transactions in compliance with Regulation S and (c) within Denmark in a public offering. Any offer or sale of shares in reliance on Rule 144A or pursuant to another exemption from the registration requirements of the Securities Act will solely be made by broker dealers registered as such under the Exchange Act. The shares have not been and will not be registered under the Securities Act and may not be offered or sold within the United States except in certain transactions exempt from the registration requirements of the Securities Act. Terms used in this paragraph have the meanings given to them by Regulation S and Rules 144A under the Securities Act.

The Underwriting Agreements provide that the Offering may be withdrawn by the Company at any time before announcement of the results of the Offering and allocation of the Offering and the first day of trading of the Temporary Purchase Certificates on Nasdaq Copenhagen take place. Upon the occurrence of certain events, such as the general suspension of all trading on Nasdaq Copenhagen, force majeure, material adverse changes or prospective material adverse changes affecting the financial condition, business affairs or business or financial prospects of the Group taken as a whole or material disruption to the financial markets and under certain other conditions, the Joint Global Coordinators (acting jointly, in good faith and reasonably and after having consulted with the Company and the Significant Shareholders, to the extent reasonably practicable) may elect to terminate their several commitments and withdraw from the Offering at any time prior to settlement of the Offering (i.e., payment for and settlement of the Offer Shares by way of delivery of Temporary Purchase Certificates), currently expected to take place on 3 June 2021, except with respect to the Option Shares, and, in the case of the Over-allotment Option, until completion of the Over-allotment Option, if the Over-allotment Option is exercised. If the Joint Global Coordinators elect to terminate their several commitments, the Offering may be cancelled, and if it is cancelled, no Temporary Purchase Certificates or Offer Shares will be delivered. All dealings in the Temporary Purchase Certificates and/or the Offer Shares prior to settlement of the Offering are at the sole risk of the parties involved.

The termination rights of the parties to the Underwriting Agreements will lapse upon settlement of the Offering, currently expected to take place on 3 June 2021, except in respect of the Option Shares. The termination rights of the parties to the Underwriting Agreements shall lapse, in respect of the Option Shares, upon settlement of the sale of the Option Shares, if the Over-allotment Option is exercised.

Pursuant to the Underwriting Agreements, the Joint Global Coordinators have been granted an option to purchase an aggregate of up to 1,065,882 additional Option Shares from the Selling Shareholders, solely to cover over-allotments or short positions, if any, exercisable for a period of 30 calendar days after Admission. The number of Option Shares will be adjusted if less than the maximum number of Offer Shares are subscribed for or purchased in the Offering, such that the number of Option Shares will equal 15% of the number of Offer Shares (other than Option Shares). If any Option Shares are agreed to be purchased under this option, each Joint Global Coordinator will be obligated, subject to certain conditions contained in the Underwriting Agreement, to purchase a number of Option Shares proportionate to that Joint Global Coordinator's initial percentage of Offer Shares reflected in the table above, and the Selling Shareholders will be obligated to sell a number of Shares proportionate to the Option Shares over which they have granted this option.

The Selling Shareholders have agreed with the Joint Global Coordinators that they will make available a number of Shares equal to the maximum number of Option Shares for purposes of delivery of the Offer Shares to investors in connection with the Over-allotment Option.

Subscribers for or purchasers of Offer Shares may be required to pay stamp taxes and other charges in accordance with the laws and practices of the country of subscription or purchase in addition to the Offer Price (as far as Swiss stamp taxes are concerned, see "*Taxation—Swiss securities transfer tax*").

Application has been made for the Temporary Purchase Certificates to be admitted to trading and for the Shares to be admitted to trading and official listing on Nasdaq Copenhagen. The Admission is subject to, among other things, Nasdaq Copenhagen's approval of the distribution of the Offer Shares, the Offering not being withdrawn prior to settlement of the Offering (including registration of the capital increase with respect to the New Offer Shares with the commercial register of the Canton of Schwyz) and the Company making an announcement to that effect.

The Offer Shares are expected to be delivered on or around 3 June 2021 by way of delivery of Temporary Purchase Certificates against payment in immediately available funds in DKK to investors' accounts with VP Securities and through the facilities of Euroclear and Clearstream. Subject to completion of the Offering and registration of the New Offer Shares with the commercial register of the Canton of Schwyz, the Temporary Purchase Certificates will automatically be exchanged for a corresponding number of Shares, which are expected to be delivered two business days after the Settlement Date in book-entry form to the holder of the Temporary Purchase Certificates' account with VP Securities and through the facilities of Euroclear and Clearstream. Trading in the Temporary Purchase Certificates is expected to commence at 9:00 a.m. (CEST) on 1 June 2021 provided that the announcement of the results of the Offering and allocation has been published through Nasdaq Copenhagen no later than 7:30 am (CEST) on 1 June 2021. The last day of trading of the Temporary Purchase Certificates on Nasdaq Copenhagen is expected to be 3 June 2021. The first day of trading and official listing of the Shares on Nasdaq Copenhagen is expected to be 4 June 2021. In connection with the Temporary Purchase Certificates being automatically exchanged for Shares, the Temporary Purchase Certificates will cease to exist. All dealings in the Temporary Purchase Certificates and/or the Offer Shares prior to settlement of the Offering will be for the account of and at the sole risk of the parties involved.

In connection with the Offering, the Joint Global Coordinators and any affiliates acting as investors for their own account may take up the Shares and in that capacity may retain, purchase or sell the Shares, for their own account and may offer or sell such securities otherwise than in connection with the Offering, in each case, in accordance with applicable law. The Joint Global Coordinators do not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligation to do so.

No action has been or will be taken in any jurisdiction other than Denmark that would permit a public offering of the Offer Shares, or the possession, circulation or distribution of this Offering Circular or any other material relating to the Company or the Offer Shares, in any jurisdiction where action for that purpose is required. Accordingly, the Offer Shares may not be offered or sold, directly or indirectly, and neither this Offering Circular nor any other offering material or advertisements in connection with the Offer Shares may be distributed or published, in or from any country or jurisdiction, except in compliance with any applicable rules and regulations of such country or jurisdiction.

Prior to the Offering, the Shares have never been listed, and there is currently no public market for the Shares. However, the shares of Trifork A/S have previously been listed on Nasdaq Copenhagen A/S. See “*Business—History and development*”.

3,999,998 of the Offer Shares will be reserved for Ferd AS, Chr. Augustinus Fabrikker A/S, Danica Pension, Livsforsikringsaktieselskab, Funds managed by I&T Asset Management (Fondsmæglerselskabet Investering & Tryghed A/S) and Spar Nord Bank A/S, who have in connection with the Offering, subject to certain conditions, undertaken to purchase and/or subscribe for Offer Shares as Cornerstone Investors for a total purchase and subscription amount of DKK 600 million, corresponding to approximately 56% of the Offering (excluding the Over-allotment Option). The undertakings of the Cornerstone Investors are divided as follows: Ferd AS will invest DKK 270 million, Chr. Augustinus Fabrikker A/S will invest DKK 115 million, Danica Pension, Livsforsikringsaktieselskab will invest DKK 115 million, Funds managed by I&T Asset Management (Fondsmæglerselskabet Investering & Tryghed A/S) will invest DKK 50 million and Spar Nord Bank A/S will invest DKK 50 million.

Prior to the Offering, certain employees of the Group have undertaken to purchase and/or subscribe for Shares in the Company at the Offer Price up to a certain fixed investment amount for each eligible person. The undertakings are conditional only upon the Offering not being terminated. The delivery of Shares will take place following settlement of the Offering. 223,083 of the Existing Offer Shares are reserved for purchase by the Company and expected to be sold to certain employees of the Group following the Offering.

The results of the Offering are expected to be announced no later than at 7:30 a.m. CEST on 1 June 2021. There can be no assurance that an active trading market will develop for the Shares or that the Shares will trade in the public market after the Offering at, or above, the Offer Price. See also “*Risk Factors—Risks Relating to the Offering*”.

28.2 Lock-up Arrangements

The Company has agreed with the Joint Global Coordinators that it will not, except as set forth below, for a period of 180 days from Admission, without the prior written consent of the Joint Global Coordinators: (i) issue, offer, pledge, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, lend, or otherwise transfer or dispose of (or publicly announce such action), directly or indirectly, any Shares or any securities convertible into or exercisable or exchangeable for Shares; (ii) enter into any swap or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership of Shares, whether any such transaction described in clause (i) or (ii) above is to be settled by delivery of Shares or such other securities, in cash or otherwise; or (iii) submit to the Company’s shareholders a proposal to effect any of the foregoing.

The foregoing shall not apply to the transfer of Shares or share-based instruments in connection with the terms of any new or existing incentive programs established prior to or in connection with the Offering or otherwise mentioned in this Offering Circular.

Kresten Krab Thorup Holding ApS, GRO Holding I ApS and the other Selling Shareholders, not being members of the Board of Directors, Executive Management, or the Key Employee, have agreed with the Joint Global Coordinators that they will not, except as set forth below, for a period of 180 days after Admission, without the prior written consent of the Joint Global Coordinators: (i) offer, pledge, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, lend, or otherwise transfer or dispose of (or publicly announce such action), directly or indirectly, any of their Shares, or any securities convertible into or exercisable or exchangeable for such Shares; (ii) enter into any swap or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership of such Shares, whether any such transactions described in clause (i) or (ii) above are to be settled by delivery of such Shares or such other securities, in cash or otherwise; or (iii) propose any general meeting of the Company, or convene or take action to convene any general meeting for the purpose of proposing, any resolution of the Company authorizing the issue of any Shares or warrants to subscribe for Shares. Further, Kresten Krab Thorup Holding ApS, GRO Holding I ApS and the other Selling Shareholders, not being members of the Board of Directors, Executive Management, or the Key Employee, have agreed with the Joint Global Coordinators that they will not publicly announce any intention to enter into any of the transactions mentioned in (i) and (ii).

The foregoing restrictions shall not apply to: (i) the disposal to their respective related parties, provided that such persons agree to adhere to similar restrictions; (ii) the lending of Shares under the Share Lending Agreement (see “*The Offering—Share Lending Agreement*”); (iii) the sale of the Offer Shares in the Offering; (iv) disposal made with a view to settle any tax liabilities incurred as a result of any corporate reorganization

taking place prior to or in connection with the Offering; (v) the transfer of Shares to the direct or indirect shareholders of the obliged Shareholder, in connection with or arising out of any dividend or other distributions, or any liquidation, dissolution, reorganization or other similar event affecting such obliged Shareholder or any of its affiliates, provided that as a condition to such transfer and receipt of Shares, including through dividend or other distributions, or any liquidation, dissolution, reorganization or other similar event affecting the obliged Shareholder or any of its affiliates, each such transferee shareholder has agreed to assume the lock-up obligations; (vi) disposal in accordance with a court order or as required by law or regulation; (vii) disposal occurring after death, permanent disability or interruption in employment for a continuous period of not less than 16 weeks due to disability or illness, and subject to a waiver (not to be unreasonably withheld or delayed) by the Joint Global Coordinators; (viii) disposal occurring after termination of employment by a company in the Group; (ix) any disposal of Shares pursuant to a general offer made to all holders of shares in the Company made in accordance with Danish and other applicable takeover regulation; (x) sale of subscription rights received in connection with a rights issue made by the Company; (xi) disposal to sell Shares to cover payments for Shares subscribed for by way of exercise of warrants or other securities convertible into Shares, provided that such Shares subscribed shall then be considered Lock-Up Shares; (xii) the transfer of Shares to a personal pension scheme and (xiii) the disposal of Lock-Up Shares to other persons and entities subject to the same lock-up restrictions as set out above.

The members of the Board of Directors, Executive Management, and the Key Employee have agreed with the Joint Global Coordinators that, for a period of 540 days from Admission of the Shares, they will be subject to substantially the same restrictions as those of Kresten Krab Thorup Holding ApS, GRO Holding I ApS and the other Selling Shareholders as set forth above. The foregoing restrictions shall not apply to: (i) the disposal to their respective (a) spouse, (b) child or (c) any legal entity over which they alone (or together with any other of their respective related parties) have a controlling influence, provided that such persons agree to adhere to similar restrictions; (ii) the lending of Shares under the Share Lending Agreement (see “*The Offering—Share Lending Agreement*”); (iii) the sale of the Offer Shares in the Offering; (iv) disposal made with a view to settle any tax liabilities incurred as a result of any corporate reorganization taking place prior to or in connection with the Offering; (v) the transfer of Shares to the direct or indirect shareholders of an entity controlled by a member of the Board of Directors, the Executive Management or the Key Employee, in connection with or arising out of any dividend or other distributions, or any liquidation, dissolution, reorganization or other similar event affecting such obliged Shareholder or any of its affiliates, provided that as a condition to such transfer and receipt of Shares, including through dividend or other distributions, or any liquidation, dissolution, reorganization or other similar event affecting the obliged Shareholder or any of its affiliates, each such transferee shareholder has agreed to assume the lock-up obligations; (vi) disposal in accordance with a court order or as required by law or regulation; (vii) disposal occurring after death, permanent disability or interruption in employment for a continuous period of not less than 16 weeks due to disability or illness, and subject to a waiver (not to be unreasonably withheld or delayed) by the Joint Global Coordinators; (viii) disposal occurring after termination of employment by a company in the Group or, as relevant, the Covenantor’s resignation from the board of directors of the Company (other than where such resignation occurs upon the initiative of the employees or member of the board of directors); (ix) any disposal of Shares pursuant to a general offer made to all holders of shares in the Company made in accordance with Danish and other applicable takeover regulation; (x) sale of subscription rights received in connection with a rights issue made by the Company; (xi) disposal to cover payments for Shares subscribed for by way of exercise of warrants or other securities convertible into Shares, provided that such Shares subscribed shall then be subject to the same restrictions; and (xi) the transfer of Shares to a personal pension scheme.

In addition to the above, each of the obliged Shareholders and the members of the Board of Directors, Executive Management and the Key Employee shall be entitled to grant security over any Shares held on Admission, subject to the condition that (i) the beneficiary of such security, or (ii) in the event of and enforcement of such security interest, any transferee (whether the beneficiary or a third party) of such shares, shall execute and deliver an adherence to the lock-up undertaking.

In addition to the undertakings mentioned above, the Other Selling Shareholders have undertaken lock-up undertakings in favor of the Company on terms equal to those provided in favor of the Joint Global Coordinators for a period of either 360 days for Other Selling Shareholders who are not employees of the Group and 540 days for Other Selling Shareholders who are employees of the Group, in each case from the date of Admission.

Further, employees of the Group who have undertaken to subscribe for and/or purchase Shares from the Company following the Offering (see “*The Offering—The Offering*”), have undertaken lock-up undertaking in

favor of the Company on terms equal to those provided in favor of the Joint Global Coordinators for a period of 360 days.

In addition to the above, 9 Holding ApS has agreed to the lock-up arrangement described under “*Business—Material contracts—Acquisition of Nine A/S—Lock-Up*”.

Similarly, the selling shareholders of Invokers A/S, being MMRJ Finance & Investment ApS, Josardi ApS, Stubbe Invest ApS, Holm Invest ApS, Epitaph Invest ApS, Thomas Rasmussen Holding ApS and their ultimate owners, have agreed to lock-up certain Shares for a period of three years, which expires on 5 November 2022.

28.3 Price Stabilization and Short Positions

In connection with the Offering, Carnegie, as the stabilizing manager, or its agents, on behalf of the Joint Global Coordinators, may engage in transactions that stabilize, maintain or otherwise affect the price of the Shares for up to 30 days from Admission in order to support the market price of the Shares during this period of time.

Specifically, the Joint Global Coordinators, the Selling Shareholders and the Company have agreed that the stabilizing manager on behalf of the Joint Global Coordinators may over-allot Offer Shares by accepting offers to purchase a greater number of Offer Shares than for which they are obligated to procure purchasers for under the Underwriting Agreements, creating a short position. A short sale is covered if the short position is no greater than the number of Offer Shares available for purchase by the stabilizing manager on behalf of the Joint Global Coordinators under the Over-allotment Option.

The Joint Global Coordinators can close out a covered short sale by exercising the Over-allotment Option or purchasing Shares in the open market. In determining the source of Shares to close out a covered short sale, the Joint Global Coordinators will consider, among other things, the open market price of Shares compared to the price available under the Over-allotment Option.

As an additional means of facilitating the Offering, the stabilizing manager or its agents may effect transactions to stabilize the price of the Shares. These activities may support the market price of the Offer Shares at a level higher than that which might otherwise prevail. Such transactions may be effected on Nasdaq Copenhagen, in the over-the-counter markets or otherwise.

The stabilizing manager and its agents are not required to engage in any of these activities, and, as such, there is no assurance that these activities will be undertaken; if undertaken, the stabilizing manager or its agents may end any of these activities at any time, and they must be brought to an end at the end of the 30-day period mentioned above. Save as required by law or regulation, the stabilizing manager does not intend to disclose the extent of any stabilization transactions under the Offering.

28.4 Other Relationships

The Joint Global Coordinators and their respective affiliates are full service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, investment research, principal investment, hedging, financing and brokerage activities related to or issued by the Company, its affiliates or other parties involved in or related to the Offering. Certain of the Joint Global Coordinators and their respective affiliates have from time to time engaged in, and may in the future engage in, commercial banking, investment banking and financial advisory transactions and services in the ordinary course of their business with the Company or the Selling Shareholders or any of the Company’s or their respective related parties. For example, Danske Bank and affiliates of Credit Suisse have provided certain Group companies with financing in the form of credit lines and acquisition loans. With respect to certain of these transactions and services, the sharing of information is generally restricted for reasons of confidentiality, internal procedures or applicable rules and regulations. The Joint Global Coordinators have received and will receive customary fees and commissions for these transactions and services and may come to have interests that may not be aligned or could potentially conflict with potential investors’ and the Company’s interests.

Further, Danica Pension, Livsforsikringsaktieselskab is the sole investor in GRO Fund I K/S, a private equity fund ultimately under management by GRO Capital. GRO Fund I K/S is the majority shareholder of GRO Holding I ApS, a Significant Shareholder of the Company. Danica Pension, Livsforsikringsaktieselskab is a wholly-owned subsidiary of Danske Bank, a Joint Global Coordinator.

In addition, in the ordinary course of business, the Joint Global Coordinators and their respective affiliates may make or hold a broad array of investments including serving as counterparties to certain derivative and hedging

arrangements and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers, and such investment and securities activities may involve securities and/or instruments of the Company. The Joint Global Coordinators and their respective affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or instruments and may at any time hold, or recommend to clients that they acquire, long and/or short positions in such securities and instruments.

29 SELLING RESTRICTIONS

29.1 United States

The Offer Shares have not been recommended by any U.S. federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of this Offering Circular. Any representation to the contrary is a criminal offence in the United States.

The Offer Shares have not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority of any state of the United States for offer or sale as part of their distribution and may not be offered or sold within the United States except pursuant to an exemption from, or in transactions not subject to, the registration requirements of the U.S. Securities Act. The Offer Shares may only be resold (i) in the United States only to persons reasonably believed to be QIBs in reliance on Rule 144A under the U.S. Securities Act or another exemption from, or in transactions not subject to, the registration requirements of the U.S. Securities Act; and (ii) outside the United States in offshore transactions in compliance with Regulation S under the U.S. Securities Act and in accordance with applicable law. Any offer or sale of Offer Shares in the United States will solely be made by one or more broker-dealers who are registered as such under the U.S. Exchange Act. Terms used above shall have the meanings given to them by Regulation S and Rule 144A under the U.S. Securities Act.

29.2 European Economic Area

In any Relevant Member State, this Offering Circular is only addressed to, and is only directed at, investors in that Relevant Member State who fulfil the criteria for exemption from the obligation to publish a prospectus, including qualified investors, within the meaning of the Prospectus Regulation.

This Offering Circular has been prepared on the basis that all offers of Offer Shares, other than the offer contemplated in Denmark, will be made pursuant to an exemption under the Prospectus Regulation from the requirement to produce a prospectus for offers of Offer Shares. Accordingly, any person making or intending to make any offer within the EEA of Offer Shares which is the subject of the placement contemplated in this Offering Circular should only do so in circumstances in which no obligation arises for the Company, the Selling Shareholders or any of the Joint Global Coordinators to produce a prospectus for such offer. Neither the Company, the Selling Shareholders nor the Joint Global Coordinators have authorized, nor do the Company, the Selling Shareholders or the Joint Global Coordinators authorize, the making of any offer of Offer Shares through any financial intermediary, other than offers made by the Joint Global Coordinators on behalf of the Company which constitute the final placement of Offer Shares contemplated in this Offering Circular.

The Offer Shares have not been, and will not be, offered to the public in any Relevant Member State, excluding Denmark. Notwithstanding the foregoing, an offering of the Offer Shares may be made in a Relevant Member State under the following exemptions under the Prospectus Regulation:

- to any qualified investor as defined in the Prospectus Regulation;
- to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Regulation), subject to obtaining the prior consent of the Joint Global Coordinators for any such offer; or
- in any other circumstances falling within Article 1(4) of the Prospectus Regulation;

provided that no such offer of Offer Shares shall result in a requirement for the publication by the Company, the Selling Shareholders or any Joint Global Coordinator of a prospectus pursuant to Article 3 of the Prospectus Regulation or a supplemental prospectus pursuant to Article 23 of the Prospectus Regulation.

For the purposes of this paragraph, the expression an “offer to the public” in relation to any Offer Shares in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the Offering and the Offer Shares so as to enable an investor to decide to subscribe for or purchase Offer Shares.

29.3 Switzerland

This Offering Circular does not constitute an offer or solicitation to purchase or invest in the Offer Shares in Switzerland. The Offer Shares may not be publicly offered, directly or indirectly in Switzerland as defined in the Swiss Financial Service Act (“**FinSA**”), except for offerings as made to professional clients within the meaning of the FinSA only. No application has been made for listing of the Offer Shares on a Swiss exchange (or multilateral trading facility and trading venue). Neither this document nor any other offering or marketing

material relating to the Offer Shares constitute or fulfil the requirements of a prospectus in accordance with the rules in FinSA or of any Swiss exchange. Neither have such documents been filed with or reviewed by a Review Body licensed by the Swiss Financial Market Supervisory Authority FINMA. Accordingly, no such protection is provided. Neither this document nor any other marketing material relating to the Offer Shares may be publicly distributed or otherwise made publicly available in Switzerland in a manner which would require the publication of a prospectus in Switzerland pursuant to the FinSA.

29.4 United Kingdom

Any offer or sale of the Offer Shares pursuant to the Offering are only being made to persons in the United Kingdom who are “qualified investors” or otherwise in circumstances which do not require publication by the Company of a prospectus pursuant to section 85(1) of the UK Financial Services and Markets Act 2000 (the “FSMA”).

This Offering Circular is only being distributed to, and is only directed at, any investment or investment activity to which the Offering Circular relates that is available only to, and will be engaged in only with persons who, (i) have professional experience in matters relating to investments who are investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “FSMA Order”); (ii) are high net worth bodies corporate, unincorporated associations and partnerships, as well as the trustees of high value trusts falling within Article 49(2)(a) to (d) of the FSMA Order; (iii) persons who are outside of the United Kingdom; or (iv) are other persons to whom an invitation or inducement to engage in such investment or investment activity (within the meaning of section 21 of the FSMA) in connection with the issue or sale of any securities may otherwise lawfully be communicated or cause to be communicated (all such persons being together referred to as “**relevant persons**”). This Offering Circular and its contents are confidential and should not be distributed, published or reproduced (in whole or in part) or disclosed by recipients to any other person in the United Kingdom. Persons who are not relevant persons should not take any action on the basis of the Offering Circular and should not act or rely on it.

29.5 General

No action has been or will be taken in any country or jurisdiction other than Denmark that would, or is intended to, permit a public offering of the Offer Shares, or the possession or distribution of this Offering Circular or any other offering material, in any country or jurisdiction where action for that purpose is required.

Persons into whose hands this Offering Circular comes are required by the Company, the Selling Shareholders and the Joint Global Coordinators to comply with all applicable laws and regulations in each country or jurisdiction in or from which they subscribe, purchase, offer, sell or deliver Offer Shares or have in their possession or distribute such offering material, in all cases at their own expense. Neither the Company, the Selling Shareholders nor the Joint Global Coordinators accept any legal responsibility for any violation by any person, whether or not a prospective subscriber or purchaser of any of the Offer Shares, of any such restrictions.

30 **TRANSFER RESTRICTIONS**

The Offer Shares have not been, and will not be, registered under the U.S. Securities Act or the other applicable laws of any state or other jurisdiction of the United States and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws.

Investors outside of the United States

Each purchaser of the Offer Shares outside the United States in compliance with Regulation S of the U.S. Securities Act will be deemed to have represented, acknowledged and agreed that it has received a copy of this Offering Circular and such other information as it deems necessary to make an informed investment decision and that:

- (1) the purchaser is authorized to consummate the purchase of the Offer Shares in compliance with all applicable laws and regulations;
- (2) the purchaser acknowledges that the Offer Shares have not been and will not be registered under the U.S. Securities Act, or with any securities regulatory authority of any state of the United States, and, subject to certain exceptions, may not be offered or sold within the United States;
- (3) the purchaser and the person, if any, for whose account or benefit the purchaser is acquiring the Offer Shares, was located outside the United States at the time the buy order for the Offer Shares was originated and continues to be located outside the United States and has not purchased the Offer Shares for the account or benefit of any person in the United States or entered into any arrangement for the transfer of the Offer Shares or any economic interest therein to any person in the United States;
- (4) the purchaser is not an affiliate of the Company or a person acting on behalf of such affiliate;
- (5) the Offer Shares have not been offered to it by means of any “directed selling efforts” as defined in Regulation S;
- (6) the purchaser is aware of the restrictions on the offer, sale and transfer of the Offer Shares pursuant to Regulation S and acknowledges that the Company shall not recognize any offer, sale, pledge or other transfer of the Offer Shares made other than in compliance with the above stated restrictions;
- (7) if it is acquiring any of the Offer Shares as a fiduciary or agent for one or more accounts, the purchaser represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of each such account; and
- (8) the purchaser acknowledges that the Company, the Joint Global Coordinators and their respective affiliates will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements.

Investors in the United States

Each purchaser of the Offer Shares within the United States purchasing pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act will be deemed to have represented, acknowledged and agreed that it has received a copy of this Offering Circular and such other information as it deems necessary to make an informed investment decision and that:

- (1) the purchaser is authorized to consummate the purchase of the Offer Shares in compliance with all applicable laws and regulations;
- (2) the purchaser acknowledges that the Offer Shares have not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority of any state of the United States and are subject to restrictions on transfer;
- (3) the purchaser: (i) is a qualified institutional buyer (as defined in Rule 144A under the U.S. Securities Act); (ii) is aware that the sale to it is being made pursuant to an exemption from, or a transaction not subject to, the registration requirements of the U.S. Securities Act; and (iii) is acquiring such Offer Shares for its own account or for the account of a qualified institutional buyer;
- (4) the purchaser is aware that the Offer Shares are being offered in the United States in a transaction not involving any public offering in the United States within the meaning of the U.S. Securities Act;

- (5) if in the future, the purchaser decides to offer, resell, pledge or otherwise transfer such Offer Shares, or any economic interest therein, such Offer Shares or any economic interest therein may be offered, sold, pledged or otherwise transferred only: (i) to a person whom the beneficial owner and/or any person acting on its behalf reasonably believes is a qualified institutional buyer in a transaction meeting the requirements of Rule 144A under the U.S. Securities Act; (ii) in compliance with Regulation S under the U.S. Securities Act; or (iii) in accordance with Rule 144 under the U.S. Securities Act (if available), in each case in accordance with any applicable securities laws of any state of the United States or any other jurisdiction;
- (6) the purchaser acknowledges that the Offer Shares are “restricted securities” within the meaning of Rule 144(a)(3) under the U.S. Securities Act and no representation is made as to the availability of the exemption provided by Rule 144 under the U.S. Securities Act for resale of any Offer Shares;
- (7) the purchaser will not deposit or cause to be deposited such Offer Shares into any depositary receipt facility established or maintained by a depositary bank other than a Rule 144A restricted depositary receipt facility, so long as such Offer Shares are “restricted securities” within the meaning of Rule 144(a)(3) under the U.S. Securities Act;
- (8) the purchaser acknowledges that the Company shall not recognize any offer, sale, pledge or other transfer of the Offer Shares made other than in compliance with the above stated restrictions;
- (9) if it is acquiring any of the Offer Shares as a fiduciary or agent for one or more accounts, the purchaser represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of such account; and
- (10) the purchaser acknowledges that the Company, the Managers and their respective affiliates will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements.

Each person in a Relevant Member State (i.e. other than persons receiving offers contemplated in the Offering Circular in Denmark) who receives any communication in respect of, or who acquires any Offer Shares under, the offers contemplated hereby will be deemed to have represented, warranted and agreed to and with each of the Joint Global Coordinators, the Selling Shareholders and the Company that:

- (1) it is a qualified investor as defined in the Prospectus Regulation; and
- (2) in the case of any Offer Shares acquired by it as a financial intermediary, as that term is used in Article 5(1) of the Prospectus Regulation: (i) the Offer Shares acquired by it in the offer have not been acquired on behalf of, nor have they been acquired with a view to their offer or resale to, persons in any Relevant Member State other than qualified investors, as that term is defined in the Prospectus Regulation, or in other circumstances falling within Article 1(4) of the Prospectus Regulation and the prior consent of the Joint Global Coordinators has been given to the offer or resale; or (ii) where Offer Shares have been acquired by it on behalf of persons in any Relevant Member State other than qualified investors, where the offer of such Offer Shares to it is not treated under the Prospectus Regulation as having been made to such persons.

For the purposes of this paragraph, the expression an “offer” in relation to any of the Offer Shares in any Relevant Member States means the communication in any form and by any means of sufficient information on the terms of the offer and any Offer Shares to be offered so as to enable an investor to decide to purchase the Offer Shares.

31 LEGAL MATTERS

Certain legal matters in connection with the Offering will be passed upon for the Company by Plesner Advokatpartnerselskab, Danish legal counsel to the Company, Meyerlustenberger Lachenal Ltd., Swiss legal counsel to the Company, and by Davis Polk & Wardwell London LLP, United States legal counsel to the Company. Certain legal matters in connection with the Offering will be passed upon for the Joint Global Coordinators by Kromann Reumert, Danish legal counsel to the Joint Global Coordinators and by Milbank LLP, United States legal counsel to the Joint Global Coordinators.

32 STATE AUTHORISED PUBLIC ACCOUNTANTS

The name and address of the Company's independent auditors are as follows:

Ernst & Young AG, Maagplatz 1, 8005 Zürich, Switzerland

Ernst & Young AG is represented by Tobias Meyer, Swiss Certified Accountant, RAB-Nr. 108610, and Andreas Forster, Swiss Certified Accountant, RAB-Nr. 109283.

The independent auditors' reports included in the Audited Consolidated Financial Statements, were signed by licensed audit experts Tobias Meyer and Andreas Forster.

The independent auditors of the Company are elected each year by the annual general meeting of the Company. Ernst & Young AG was first elected as the independent auditors of the Company on 24 October 2016.

33 ADDITIONAL INFORMATION

33.1 Name, Registered Office and Date of Incorporation

Trifork Holding AG

Neuhofstrasse 10

CH-8834 Schindellegi

Switzerland

Telephone: +41 44 768 32 32

Website: www.trifork.com

The Company was incorporated in Switzerland as a stock corporation (*Aktiengesellschaft*, AG) under the laws of Switzerland on 9 January 2014. The Company has no secondary names.

Information on the Company's website does not form part of and is not incorporated by reference into this Offering Circular.

33.2 Registration

The Company is registered with the commercial register of the Canton of Schwyz, Switzerland, under corporate registration number CHE-474.101.854 and has the legal entity identifier (LEI) 8945004BYZKXPESTBL36.

33.3 Objectives of the Company

According to article 2 of the Articles of Association the objective of the Company is the acquisition, administration and disposition of participations in all kind of companies in Switzerland and abroad.

33.4 Subsidiaries

33.4.1 Material Subsidiaries

The following table sets forth the Group's material subsidiaries which are, directly or indirectly, held by the Company, as of the date of this Offering Circular:

<u>Entity Name</u>	<u>Country of Incorporation</u>	<u>Currency</u>	<u>Nominal Share Capital</u>	<u>Percentage of (Direct or Indirect) Ownership Interest and Voting Rights</u>
Trifork A/S	Denmark	DKK	18,538,200	100
Netic A/S ⁽¹⁾	Denmark	DKK	500,000	88
Trifork Public A/S ⁽¹⁾	Denmark	DKK	737,000	100
Testhuset A/S ⁽¹⁾	Denmark	DKK	509,259	75.1
Trifork Smart Enterprise A/S ⁽¹⁾	Denmark	DKK	500,000	100
Nine A/S	Denmark	DKK	500,000	70
Erlang Solutions Ltd.	United Kingdom	GBP	103,218.21	66.3
Trifork GmbH	Switzerland	CHF	920,000	100
Open Credo Ltd. ⁽²⁾	United Kingdom	GBP	1,522	100

(1) Shares held through Trifork A/S

(2) Shares held through Trifork Ltd.

33.4.2 Other Subsidiaries

The following table sets forth the Group's other subsidiaries which are, directly or indirectly, held by the Company, as of the date of this Offering Circular:

Entity Name	Country of Incorporation	Currency	Nominal Share Capital	Percentage of (Direct or Indirect) Ownership Interest and Voting Rights
Bookingplatform ApS ⁽¹⁾	Denmark	DKK	50,000	66.3
Erlang Solutions Hungary Kft. ⁽²⁾	Hungary	EUR	15,000	66.3
Erlang Solutions AB ⁽²⁾	Sweden	SEK	100,000	66.3
Erlang Solutions Inc. ⁽²⁾	United States	USD	100	66.3
Erlang Solutions SP ⁽²⁾	Poland	PLN	5,000	51
Trifork Smart Enterprise SL ⁽³⁾	Spain	EUR	3,000	100
Trifork Finance AG in liquidation	Switzerland	CHF	100,000	100
Trifork Eindhoven B.V.	Netherlands	EUR	1,000	100
Trifork Academy Inc.	United States	USD	3	100
Trifork Ltd.	United Kingdom	GBP	1	100
Code Node Space & Events Ltd. ⁽⁴⁾	United Kingdom	GBP	100	100
The Perfect App Ltd. ⁽⁴⁾	United Kingdom	GBP	10,000	50.4
Trifork B.V.	Netherlands	EUR	18,000	100
Dawn Health A/S ⁽⁵⁾	Denmark	DKK	100,000	51
Trifork Germany GmbH	Germany	EUR	25,000	100
Duckwise ApS	Denmark	DKK	163,265	100
Trifork Academy and Software Solutions SL	Spain	EUR	3,000	100
Trifork Labs AG	Switzerland	CHF	100,000	100
Trifork Labs ApS ⁽⁶⁾	Denmark	DKK	367,647	100
SAPBASIS ApS ⁽¹⁾	Denmark	DKK	81,000	50.1
Trifork Smart Device ApS ⁽¹⁾	Denmark	DKK	158,335	70
Vilea GmbH	Switzerland	CHF	40,000	100

(1) Shares held through Trifork A/S, Bookingplatform ApS is an associated company.

(2) Shares held through Erlang Solutions Ltd.

(3) Shares held through Trifork Smart Enterprise A/S

(4) Shares held through Trifork Ltd.

(5) Shares held through Trifork A/S and Trifork Public A/S

(6) Shares held through Trifork Labs AG

33.4.3 Minority Shareholdings

The following table sets forth the Group's minority shareholdings which are, directly or indirectly, held by the Company, as of the date of this Offering Circular:

<u>Entity Name</u>	<u>Country of Incorporation</u>	<u>Currency</u>	<u>Percentage of (Direct or Indirect) Ownership Interest and Voting Rights</u>
Appdictive ApS ⁽¹⁾	Denmark	DKK	41
TestLab ApS ⁽²⁾	Denmark	DKK	11.6
Beem International S.a.r.l. ⁽³⁾	Luxembourg	EUR	6.7
MarsOne B.V. ⁽⁴⁾	Netherlands	EUR	5.7
AxonIQ B.V. ⁽⁶⁾	Netherlands	EUR	21.5
ExSeed Ltd. ⁽⁶⁾	United Kingdom	GBP	21.9
XCI Holding A/S	Denmark	DKK	22.2
ReQbo ApS ⁽⁶⁾	Denmark	DKK	19.4
Atomist Inc. ⁽⁶⁾	United States	USD	0.2
Implantica Mediswiss AG ⁽⁶⁾	Liechtenstein	CHF	0.1
C4Media Inc. ⁽⁶⁾	Canada	CAD	9.8
Verica Inc. ⁽⁶⁾	United States	USD	2.6
EDIA B.V. ⁽⁶⁾	Netherlands	EUR	17.4
Programmable Infrastructure Solutions AG	Switzerland	CHF	24
Frameo ApS ⁽⁷⁾	Denmark	DKK	15
Dawn Labs A/S ⁽⁶⁾	Denmark	DKK	49.9
FirmNav ApS ⁽⁶⁾	Denmark	DKK	15
Dryp ApS ⁽⁶⁾	Denmark	DKK	25
Upcycling Forum ApS ⁽⁶⁾	Denmark	DKK	17.8
Arkyn Studios Ltd ⁽⁶⁾	United Kingdom	GBP	48
Youandx.com ApS ⁽⁶⁾	Denmark	DKK	4.3
Kashet Group AG ⁽⁶⁾	Switzerland	EUR	1.1
TSBone ApS ⁽⁶⁾	Denmark	DKK	39.1

(1) Shares held through Trifork A/S

(2) Shares held through Trifork A/S and Testhuset A/S

(3) Shares held through Erlang Solutions Ltd.

(4) Shares held through Trifork B.V.

(5) Shares held through Trifork Ltd. And OpenCredo Ltd.

(6) Shares held through Trifork Labs AG and Trifork Labs ApS

(7) Shares held through Trifork A/S and Appdictive ApS

33.5 Information Incorporated by Reference

The additional information explicitly listed in the table below has been incorporated by reference into this Offering Circular pursuant to article 19 of the Prospectus Regulation. Direct and indirect references in the documents included in the table below to other documents or websites are not incorporated by reference and do not form part of this Offering Circular. The documents speak only for the period in which they are in effect and have not been updated for purposes of this Offering Circular. Potential investors should assume that the information in this Offering Circular as well as the information incorporated by reference herein is accurate only in the period in which they are in effect.

The information incorporated by reference into this Offering Circular is exclusively set out in the cross reference table below, and is available on the Group's website www.trifork.com.

<u>Document</u>	<u>Page(s)</u>
The Articles of Association (as defined herein)	All pages

33.6 General Meetings

The general meeting is the ultimate authority in all matters relating to the Company, subject to the limitations in Swiss law and the Articles of Association. See “*Description of the Shares and Share Capital—General Meetings and Voting Rights*”.

33.7 Share Issuing Agent

The Company’s Danish share issuing agent is:

Sydbank A/S
Peberlyk 4
DK-6200 Aabenraa
Denmark

34 GLOSSARY

The following explanations are not intended as technical definitions and are provided purely for assistance in understanding certain terms as used in this Offering Circular.

“ Admission ”	admission of the Company’s Temporary Purchase Certificates to trading on Nasdaq Copenhagen
“ AEOI ”	automatic exchange of information
“ AEOI Act ”	Swiss Federal Act on the International Automatic Exchange of Information in Tax Matters
“ AEOI Ordinance ”	Swiss Ordinance on the International Automatic Exchange of Information in Tax Matters
“ AICPA ”	American Institute of Certified Public Accountants
“ APMs ”	Alternative Performance Measures
“ Articles of Association ”	The Company’s articles of association applicable as of the date of this Offering Circular
“ Audit and Risk Committee ”	the audit and Risk committee of the Board of Directors, described in “ <i>Board of Directors, Executive Management and Key Employee—The Board of Directors—Board Committees</i> ”
“ Audited Consolidated Financial Statements ”	the audited consolidated financial statements of Trifork Holding AG and its subsidiaries (the Group), which comprise the consolidated statement of financial position as of 31 December 2020, 31 December 2019 and 31 December 2018 and the consolidated statement of income, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the twelve-month period ended 31 December 2020, 31 December 2019 and 31 December 2018, and notes to the consolidated financial statements, including a summary of significant accounting policies
“ Board of Directors ”	the board of directors of the Company from time-to-time
“ Brexit ”	the United Kingdom’s withdrawal from the EU in January 2020
“ CCPA ”	California Consumer Privacy Act
“ CEO ”	chief executive officer of the Company, Jørn Larsen
“ CEST ”	Central European Summer Time
“ CFO ”	chief financial officer of the Company, Kristian Wulf-Andersen
“ Chairperson ”	the chairperson of the Board of Directors, Julie B. Galbo
“ CHF ”	Swiss franc, the lawful currency of Switzerland
“ Clearstream ”	Clearstream Banking, S.A.
“ Company ”	Trifork Holding AG
“ Container Solutions ”	Programmable Infrastructure Solutions AG
“ Cornerstone Investors ”	Ferd AS, Chr. Augustinus Fabrikker A/S, Danica Pension, Livsforsikringsaktieselskab, Funds managed by I&T Asset Management (Fondsmæglerselskabet Investering & Tryghed A/S) and Spar Nord Bank A/S
“ Corporate Governance Recommendations ”	the Recommendations on Corporate Governance of the Danish Committee on Corporate Governance as applicable for financial years beginning on 1 January 2021 or later
“ CSR ”	corporate and social responsibility

“Danish Central Bank” . . .	Danmarks Nationalbank
“Danish Capital Markets Act”	the Danish Consolidated Act no. 1767 of 27 November 2020 on Capital Markets, as amended
“Danish Companies Act” . .	the Danish Consolidated Act no. 763 of 23 July 2019 on limited liability companies, as amended
“Danish Financial Statements Act”	the Danish Consolidated Act no. 838 of 8 August 2019 on financial statements, as amended
“Danish FSA”	Danish Financial Supervisory Authority (in Danish: <i>Finanstilsynet</i>)
“Danish Offering”	an initial public offering to retail and institutional investors in Denmark
“DCF”	discounted cash flow
“DDoS”	distributed denial-of-service
“Deputy Chairperson” . . .	the Deputy Chairperson of the Board of Directors, Olivier Jaquet
“DKK”	Danish kroner, the lawful currency of Denmark
“EEA”	European Economic Area
“Erlang Solutions”	Erlang Solutions Ltd.
“ESG”	environmental, social and governance
“EU”	European Union
“EUR”	Euro, the lawful currency of the participating member states in the Third Stage of the European and Monetary Union of the Treaty Establishing the European Community
“Euroclear”	Euroclear Bank S.A./N.V.
“Executive Management” . .	the executive management of the Company
“Existing Offer Shares” . .	6,165,647 existing shares of the Company
“FATCA”	Foreign Account Tax Compliance Act
“FDPIIC”	Swiss Federal Data Protection and Information Commissioner
“FinMIA”	Swiss Financial Market Infrastructure Act
“FinSA”	Swiss Financial Service Act
“FISA”	Swiss Federal Intermediated Securities Act
“GBP”	the British pound sterling, the lawful currency of the United Kingdom
“GDPR”	General Data Protection Regulation ((EU) 2016/679)
“Group”	the Company and its direct and indirect consolidated subsidiaries
“Humio”	Humio Ltd.
“IDC”	IDC Nordic A/S
“IFRS”	International Financial Reporting Standards
“International Offering” . .	the private placement in the United States only to persons who are “qualified institutional buyers” or “QIBs” (as defined in Rule 144A under the U.S. Securities Act) and the private placements to institutional investors in certain jurisdictions outside of the United States
“Unaudited Consolidated Interim Financial Statements”	the unaudited consolidated interim financial statements of the Group as of and for the three-months period ended 31 March 2021 prepared in accordance with the International Accounting Standard 34 on “Interim Financial Reporting”
“IPO”	initial public offering

“IPR”	intellectual property rights
“Joint Global Coordinators”	Carnegie Investment Bank, Filial af Carnegie Investment Bank AB (publ), Sverige, Credit Suisse AG, and Danske Bank A/S
“Key Employee”	Jesper Grankær Carøe, Managing Director of Trifork Public A/S, and Deputy-CEO of the Group
“Market Abuse Regulation”	Regulation (EU) No. 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse
“Market Study”	a market study commissioned from IDC Nordic A/S
“Master Agreement”	the Group’s master agreement which will govern the overall legal obligations of the Group and its customer
“MCAA”	Multilateral Competent Authority Agreement on Automatic Exchange of Financial Account Information
“Medical Devices Regulation”	Regulation (EU) 2017/745 of the European Parliament on medical devices
“MiFID II”	EU Directive 2014/65/EU on markets in financial instruments, as amended
“MiFID II Product Governance Requirements”	the product governance requirements contained within MiFID II, Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and local implementing measures
“Nasdaq Copenhagen”	Nasdaq Copenhagen A/S, CVR no. 19042677
“Nasdaq Rulebook”	Nasdaq Copenhagen Nordic Main Market Rulebook of 1 February 2021
“Netic”	Netic A/S
“New Offer Shares”	940,233 new ordinary shares of the Company
“Nine”	Nine A/S
“Nine Transaction”	the acquisition of Nine A/S by Trifork A/S
“NIS Directive”	EU Directive 2016/1148/EU of the European Parliament and of the Council of 6 July 2016 on Security of Network and Information Systems
“Nomination Committee”	the nomination committee of the Board of Directors, described in “ <i>Board of Directors, Executive Management and Key Employee—The Board of Directors—Board Committees</i> ”
“Offer Period”	From 17 May 2021 (CEST) to 31 May 2021 at 2:00 p.m. (CEST) unless the Offering is closed earlier in whole or in part
“Offer Price”	DKK 150 per Offer Share
“Offer Shares”	the New Offer Shares, the Existing Offer Shares and the Option Shares
“Offering”	offering of 7,105,880 Offer Shares of CHF 0.10 nominal value each
“Offering Circular”	the Prospectus and the U.S. Offering Circular
“Open Credo”	Open Credo Ltd.
“Operating segments”	The Group’s operating segments are organized under Trifork and Trifork Labs. Trifork’s go-to-market model consists of three interrelated segments, each of which comprises an operating sub-segment under the Trifork segment for financial reporting purposes: Inspire, Build, Run. In the Trifork Labs segment, the Group founds and invests in new start-ups as a part of the Group’s overall research and development strategy.

“Option Shares”	up to 1,065,882 Shares in the aggregate purchasable at the Offer Price under the Over-allotment Option is exercised by the Joint Global Coordinators
“Ordinance Against Excessive Remuneration”	Swiss Ordinance against Excessive Remuneration in Public Companies
“Over-allotment Option” .	the option granted by the Company to the Joint Global Coordinators to purchase the Option Shares (or any part thereof) at the Offer Price
“Personal data”	personal data as defined in article 4(1) of the GDPR
“Prospectus”	This prospectus as approved by the Danish FSA on 17 May 2021 for the purpose of the Danish Offering and the international private placements outside the United States
“Prospectus Regulation” . .	Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017
“Qualified Majority”	a majority of at least two-thirds of the votes represented and the absolute majority of the nominal value of the Shares, each as represented at a general meeting of the Company
“Regulation S”	Regulation S under the U.S. Securities Act
“Relevant Member State” .	any member state of the EEA other than Denmark
“relevant persons”	persons who: (i) have professional experience in matters relating to investments who are investment professionals falling within Article 19(5) of the FSMA Order; (ii) are high net worth bodies corporate, unincorporated associations and partnerships, as well as the trustees of high value trusts falling within Article 49(2)(a) to (d) of the FSMA Order; (iii) persons who are outside of the United Kingdom; or (iv) are other persons to whom an invitation or inducement to engage in such investment or investment activity (within the meaning of section 21 of the FSMA) in connection with the issue or sale of any securities may otherwise lawfully be communicated or cause to be communicated
“Remuneration Committee”	the remuneration committee of the Board of Directors, described in “ <i>Board of Directors, Executive Management and Key Employee—The Board of Directors—Board Committees</i> ”
“Restricted Share Units” .	restricted share units, described in “ <i>Board of Directors, Executive Management and Key Employee—Incentive Programs</i> ”
“SaMD”	Software as a Medical Device
“SDP”	security and data protection
“SEC”	U.S. Securities and Exchange Commission
“SOC”	Security Operation Centers
“Settlement Date”	the date of payment for and settlement of the Offer Shares by way of delivery of Temporary Purchase Certificates expected to take place on or around 3 June 2021
“Shares”	the outstanding ordinary shares of the Company
“Shareholders”	the shareholders in the Company
“Share Register”	the Company’s share register
“SIF”	Swiss State Secretariat for International Finance
“SLAs”	service level agreements
“Swiss Code”	the Federal Act on the Amendment of the Swiss Civil Code (Part Five: The Code of Obligations)

“Target Market Assessment”	the product approval process conducted for the purposes of the MiFID II Product Governance Requirements, which has determined that the Offer Shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II
“Temporary Purchase Certificates”	the temporary purchase certificates representing the Offer Shares from Admission until automatic exchange for a corresponding number of Shares
“Trifork”	Trifork Holding AG together with its direct and indirect consolidated subsidiaries
“UI”	user interface
“Unaudited Pro Forma Financial Information”	unaudited pro forma financial information as of and for the twelve months ended 31 December 2020
“Underwriting Agreements”	the two separate underwriting agreements entered into with respect to the Offer Shares between respectively (i) the Company, the Significant Shareholders and the Joint Global Coordinators and (ii) the Other Selling Shareholders and Carnegie and entered into at the date of this Offering Circular
“USD”	United States dollar, the lawful currency of the United States of America
“U.S.” or “United States”	United States of America
“U.S. GAAP”	accounting principles generally accepted in the United States
“U.S. Securities Act”	U.S. Securities Act of 1933, as amended
“VP Securities”	VP SECURITIES A/S, CVR no. 21599336

35 FINANCIAL INFORMATION

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Introduction

The financial information set out on pages F-1 to F-81 comprises:

- **The Unaudited Consolidated Interim Financial Statements**

The Unaudited Consolidated Interim Financial Statements of the Company as of and for the three months ended 31 March 2021 and 31 March 2020 as included on pages F-5 – F-17 are presented in EUR and have been prepared in accordance with International Accounting Standard 34—Interim Financial Reporting (“**IAS 34**”).

- **The Audited Consolidated Financial Statements**

The audited consolidated financial statements of the Company as of and for the years ended 31 December 2020, 31 December 2019 and 31 December 2018 as included on pages F-21 – F-81 are presented in EUR and have been prepared in accordance with the International Financial Reporting Standards (“**IFRS**”) as issued by the International Accounting Standards Board (the “**IASB**”);

Statement by the Board of Directors and Executive Management on the Unaudited Consolidated Interim Financial Statements as of and for three months ended 31 March 2021 and 31 March 2020

The Board of Directors and the Executive Management have today discussed and approved the condensed consolidated interim financial statements of Trifork Holding AG (together with its direct and indirect subsidiaries the “Group”) as of and for the and for the three months ended 31 March 2021 and 31 March 2020 (the “Unaudited Consolidated Interim Financial Statements”), which comprise the consolidated interim statement of financial position as of 31 March 2021 and 31 March 2020, and the consolidated interim income statement, consolidated interim statement of comprehensive income, consolidated interim statement of changes in shareholders’ equity, consolidated interim cash flows statement, and notes for the three-month periods ended 31 March 2021 and 31 March 2020.

The Unaudited Consolidated Interim Financial Statements are prepared in accordance with IAS 34 and accounting policies set out in the Audited Consolidated Financial Statements and the Unaudited Consolidated Interim Financial Statements with regard to changes after 31 December 2020.

In our opinion, the accounting policies applied are appropriate and the Unaudited Consolidated Interim Financial Statements give a true and fair view of the Group’s financial position as of 31 March 2021 and 31 March 2020 and of the results of the Group’s operations and cash flows for the three month periods ended 31 March 2021 and 31 March 2020.

Schindellegi, 19 April 2021

The Board of Directors

Julie B. Galbo
Chairperson

Olivier Jaquet
Deputy Chairperson

Casey Rosenthal
Board Member

Maria Hjorth
Board Member

Lars Lunde
Board Member

The Executive Management

Jørn Larsen
CEO

Kristian Wulf-Andersen
CFO

Independent Auditor's Report on the Unaudited Consolidated Interim Financial Statements as of and for three months ended 31 March 2021 and 31 March 2020

To the Board of Directors of Trifork Holding AG, Feusisberg

Report on the review of consolidated interim financial statements

Introduction

We have reviewed the consolidated interim financial statements of Trifork Holding AG and its subsidiaries (the "Group"), which comprise the consolidated interim statement of financial position as of 31 March 2021 and 31 March 2020, and the consolidated interim income statement, consolidated interim statement of comprehensive income, consolidated interim statement of changes in shareholders' equity, consolidated interim cash flows statement, and notes for the three-month periods ended 31 March 2021 and 31 March 2020. The Board of Directors is responsible for the preparation and presentation of these consolidated interim financial statements in accordance with International Financial Reporting Standard IAS 34 "Interim Financial Reporting". Our responsibility is to express a conclusion on these consolidated interim financial statements based on our review.

Scope of Review

We conducted our review in accordance with International Standard on Review Engagements 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity". A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the consolidated interim financial statements are not prepared, in all material respects, in accordance with International Financial Reporting Standard IAS 34 "Interim Financial Reporting".

Zurich, 19 April 2021

ERNST & YOUNG LTD

Tobias Meyer
Swiss Certified Accountant
(Auditor in charge)

Andreas Forster
Swiss Certified Accountant

Unaudited Consolidated Interim Financial Statements

**Consolidated Interim Income Statement
for the three-month period ended 31 March 2021**

(in EUR k)	Note	01/01 – 31/03/2021	01/01 – 31/03/2020	01/01 – 31/12/2020
Revenue from contracts with customers	1/2	39,415	28,529	115,358
Rental income		85	50	320
Other operating income		134	2	770
Operating income		39,634	28,581	116,448
Cost of goods and services purchased		–8,104	–6,490	–22,751
Personnel costs		–21,402	–14,960	–64,149
Other operating expenses	3	–4,805	–3,166	–12,573
Operating expenses		–34,311	–24,616	–99,473
Earnings before financial items, taxes, depreciation and amortisation	1	5,323	3,965	16,975
Depreciation, amortisation and impairment	4	–2,790	–2,161	–10,567
Earnings before financial items and taxes		2,533	1,804	6,408
Fair value adjustment on investments in Trifork Labs	9	1,713	—	41,259
Share of results from associated companies		—	—	15
Other financial income		56	25	882
Other financial expenses	5	–520	–251	–1,474
Result on foreign exchange		–119	347	–48
Financial result		1,130	121	40,634
Earnings before tax		3,663	1,925	47,042
Income tax expense		–1,012	–485	–2,384
Net income		2,651	1,440	44,658
Attributable to shareholders of Trifork Holding AG		1,773	1,174	43,216
Attributable to non-controlling interests		878	266	1,442
Earnings per share of Trifork Holding AG, basic (in EUR)	6	0.10	0.06	2.33
Earnings per share of Trifork Holding AG, diluted (in EUR)	6	0.10	0.06	2.33

Unaudited Consolidated Interim Financial Statements
Consolidated Interim Statement of Comprehensive Income
for the three-month period ended 31 March 2021

(in EUR k)	01/01 – 31/03/2021	01/01 – 31/03/2020	01/01 – 31/12/2020
Net income	2,651	1,440	44,658
Items that may be reclassified to profit or loss, after tax			
Currency translation adjustment for foreign operations	98	–249	36
Items that will not be reclassified to profit or loss, after tax			
Remeasurement of the net defined benefit liabilities	–62	85	–362
Other comprehensive income	36	–164	–326
Total comprehensive income	<u>2,687</u>	<u>1,276</u>	<u>44,332</u>
Attributable to shareholders of Trifork Holding AG	1,762	1,061	42,934
Attributable to non-controlling interests	925	215	1,398

Unaudited Consolidated Interim Financial Statements

Consolidated Interim Statement of Financial Position for the three-month period ended 31 March 2021

(in EUR k)	Note	31/03/2021	31/12/2020	31/03/2020
Intangible assets		72,164	72,990	36,426
Right-of-use assets		20,645	21,470	14,989
Property, plant and equipment		6,196	6,144	6,283
Investments in Trifork Labs	9	20,478	19,755	34,606
Investments in associated companies		15	15	31
Other non-current financial assets		3,443	3,956	2,841
Deferred tax assets		203	224	339
Total non-current assets		123,144	124,554	95,515
Trade receivables		30,921	25,226	18,984
Contract assets		2,992	2,107	3,141
Other current financial assets		355	340	410
Other current receivables		341	559	839
Prepaid expenses		2,374	2,260	2,371
Investments in Trifork Labs	9	—	56,106	—
Cash and cash equivalents		49,501	17,957	5,507
Total current assets		86,484	104,555	31,252
ASSETS		209,628	229,109	126,767
Share capital		1,562	1,562	1,562
Treasury shares	8	–516	–524	–479
Retained earnings		81,721	81,043	58,497
Currency translation adjustment		–1,534	–1,587	–1,873
Equity attributable to shareholders of Trifork Holding AG		81,233	80,494	57,707
Non-controlling interests		2,592	2,702	2,657
Total shareholders' equity		83,825	83,196	60,364
Non-current financial liabilities	7	61,618	66,879	28,725
Other non-current liabilities		6,216	6,119	3,247
Deferred tax liabilities		5,422	5,580	3,174
Total non-current liabilities		73,256	78,578	35,146
Current financial liabilities	7	24,563	40,297	13,681
Trade payables		5,887	4,754	3,895
Contract liabilities		4,382	4,015	3,689
Current tax liabilities		3,503	2,481	1,314
Other current liabilities		14,212	15,788	8,678
Total current liabilities		52,547	67,335	31,257
Total liabilities		125,803	145,913	66,403
LIABILITIES AND SHAREHOLDERS' EQUITY		209,628	229,109	126,767

Unaudited Consolidated Interim Financial Statements
Consolidated Interim Statement of Changes in Shareholders' Equity
for the three-month period ended 31 March 2021

(in EUR k)	Share capital	Treasury shares	Retained earnings	Currency translation adjustments	Equity attributable to the shareholders of Trifork Holding AG	Non-controlling interests	Total equity
1 January 2020	1,562	-1,250	57,121	-1,676	55,757	1,577	57,334
Net income	—	—	1,174	—	1,174	266	1,440
Other comprehensive income	—	—	85	-198	-113	-51	-164
Total comprehensive income . . .	—	—	1,259	-198	1,061	215	1,276
Dividends	—	—	—	—	—	-128	-128
Transactions with treasury shares .	—	385	68	—	453	—	453
Additions from business combinations	—	386	—	—	386	1,043	1,429
Changes in liabilities towards non-controlling interests	—	—	49	1	50	-50	—
31 March 2020	1,562	-479	58,497	-1,873	57,707	2,657	60,364
1 January 2021	1,562	-524	81,043	-1,587	80,494	2,702	83,196
Net income	—	—	1,773	—	1,773	878	2,651
Other comprehensive income	—	—	-62	51	-11	47	36
Total comprehensive income . . .	—	—	1,711	51	1,762	925	2,687
Dividends	—	—	—	—	—	-1,376	-1,376
Transactions with treasury shares .	—	8	14	—	22	—	22
Acquisition of non-controlling interests	—	—	-597	—	-597	-107	-704
Changes in liabilities towards non-controlling interests	—	—	-450	2	-448	448	—
31 March 2021	1,562	-516	81,721	-1,534	81,233	2,592	83,825

Unaudited Consolidated Interim Financial Statements

**Consolidated Interim Cash Flow Statement
for the three-month period ended 31 March 2021**

(in EUR k)	Note	01/01 – 31/03/2021	01/01 – 31/03/2020	01/01 – 31/12/2020
Net income		<u>2,651</u>	<u>1,440</u>	<u>44,658</u>
Adjustments for:				
Depreciation, amortisation and impairment	4	2,790	2,161	10,567
Non-cash other operating income		-75	3	-350
Fair value adjustment from investments in Trifork Labs	9	-1,713	—	-41,259
Share of result from associated companies		—	—	-15
Other financial result		583	-121	640
Income taxes		1,012	485	2,384
Other non-cash items		10	—	776
Changes in net working capital		-6,862	717	3,680
Income taxes paid		-156	-1,022	-3,294
Cash flow from operating activities		<u>-1,760</u>	<u>3,663</u>	<u>17,787</u>
Acquisition of Group companies, settlement of contingent consideration	9	-216	—	—
Acquisition of Group companies, net of cash acquired		—	-341	-26,201
Purchase of intangible assets		-76	-1,023	-1,306
Sale of intangible assets		150	—	—
Purchase of property, plant and equipment		-500	-1,022	-2,108
Sale of property, plant and equipment		51	40	127
Dividends received from associates companies		—	10	41
Purchase of investments in Trifork Labs		-712	-1,864	-2,678
Sale of investments in Trifork Labs	9	57,872	280	728
Loans granted		-182	—	-357
Repayment of loans granted		638	61	151
Interest received		53	25	87
Cash flow from investing activities		<u>57,078</u>	<u>-3,834</u>	<u>-31,516</u>
Proceeds from borrowings		1,191	2,667	36,547
Repayment of borrowings		-21,312	-1,971	-1,511
Payment of lease liabilities		-1,161	-946	-3,926
Interest paid		-520	-244	-1,561
Acquisition of non-controlling interests		-704	—	—
Purchase of treasury shares	8	-5	-42	-7,283
Sale of treasury shares	8	27	495	5,477
Dividends paid		-1,376	-128	-1,866
Cash flow from financing activities		<u>-23,860</u>	<u>-169</u>	<u>25,877</u>
Exchange differences on cash and cash equivalents		86	-105	-143
Change in cash and cash equivalents		<u>31,544</u>	<u>-445</u>	<u>12,005</u>
Cash and cash equivalents at the beginning of the period		17,957	5,952	5,952
Cash and cash equivalents at the end of the period		<u>49,501</u>	<u>5,507</u>	<u>17,957</u>

Notes to the Consolidated Interim Financial Statements

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- II. Basis of preparation and changes in accounting policies
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- IV. Management's estimates, assumptions and judgments
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 5. Other financial expenses
 6. Earnings per share
 7. Financial liabilities
 8. Shareholders' equity
 9. Financial instruments through profit and loss
 10. Events after the reporting period

I. General information

Trifork Holding AG (“the Company”) is a privately held 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 which are the Group’s driver for R&D innovation.

II. Basis of preparation and changes in accounting policies

A. Basis of preparation

The consolidated interim financial statements for the three-month period ending 31 March 2021 have been prepared in accordance with IAS 34 Interim Financial Reporting.

The consolidated interim financial statements do not include all the information and disclosures required in the annual financial statements and should be read in conjunction with the Group’s annual financial statements as of 31 December 2020.

B. Changes in accounting policies

The accounting policies applied in the consolidated interim financial statements are consistent with the consolidation and measurement principles disclosed in the consolidated financial statements 2020, except as discussed below.

The following new and amended International Financial Reporting Standards (IFRSs) are effective from 1 January 2021. There are no material impacts on the financial position and performance or cash flow of the Trifork Group:

Other minor changes in IFRS also became effective but are not relevant for the Group or did not have an impact on these financial statements.

Standard	Subject
IFRS 9, IAS 39 & IFRS7	Interest rate benchmark reform—phase 2 (amendments—2021)

C. Translation of foreign operations

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

	Unit	Exchange rates at period end			Average exchange rates for the period		
		31/03/2021	31/12/2020	31/03/2020	31/03/2021	31/12/2020	31/03/2020
DKK	1	0.1345	0.1344	0.1339	0.1345	0.1341	0.1338
CHF	1	0.9033	0.9211	0.9447	0.9171	0.9345	0.9407
GBP	1	1.1736	1.1073	1.1281	1.1436	1.1253	1.1628
USD	1	0.8529	0.8143	0.9127	0.8296	0.8776	0.9095

III. Seasonality of the business and Covid-19 effects

A. Seasonality of the business

Historically, the four GOTO conferences (Chicago, Amsterdam, Berlin and Copenhagen) have been evenly split over the year (two in the first half of the year, two in the second). This normally accounts for the majority of the revenue in the Inspire sub-segment.

The Build sub-segment is the largest in Trifork. The main source for revenue in this segment is the hours invested in customer product development. Most often, the first two quarters of the year will contribute more to revenue and profit assuming a linear allocation. The main reason for this variance is a higher amount of personnel absences (summer & Christmas holidays) in the third and fourth quarter of the year.

In connection with software deliveries, which is the Group's main focus, Trifork occasionally also delivers hardware installations that may have significant impact to the results of a quarter. E.g. in the first quarter 2021 the revenue from Hardware amounts to EUR k 2,408, whereas in the first quarter 2020 EUR k 707 were recognized (refer to Note 2.A.).

Therefore, seasonal effects must be considered when forming expectations for the full financial year.

B. Covid-19 effects

Since early 2020 and ongoing, the world is highly affected by the Covid-19 pandemic. Some countries have locked down and others have put material limitations of daily life into effect. Such measures not only had impacts on everybody's personal life, but also affected the economy and the financial markets.

In the Inspire sub-segment, the lockdowns and restrictions still are preventing the completion of any physical GOTO conferences and it has only been possible to do online events the first quarter of 2021. This situation is expected to continue at least in the second quarter as well.

In the Build and Run sub-segments the Trifork Group from the mid of March 2020 experienced a negative impact as several customers delayed new engagements or paused existing or asked for respective discounts with respect to the upcoming uncertainties in the markets. The Group is of the opinion that this is not the case in the first quarter 2021 and that public areas as Digital Health and Smart Enterprise even have seen an increased activity level. Due to Trifork's expertise in providing solutions to the public sector (Digital Health and Smart Enterprise), the customer requests in this area were extraordinarily high in the first quarter 2021.

However, the Group understands that this is rather a punctual need of the public sector and respective demand is expected to reduce again in future.

IV. Management's estimates, assumptions and judgments

The preparation of the consolidated interim financial statements require management to make estimates, assumptions and judgments that affect the reported amounts of assets and liabilities, and the disclosure of contingent liabilities, at the end of the reporting period, and the amount of income and expenses during the reporting period.

If these estimates, assumptions and judgments—made by management to the best of their knowledge as of the reporting date—prove to differ significantly from the actual circumstances at a later point in time, the original estimates, assumptions and judgments are adjusted in the reporting period in which the circumstances change.

Reference is made to Note 1.3 of the Group's financial statements 2020 for a more detailed description of the accounts, where significant management estimates, assumptions and judgments primarily are used. No significant changes in estimates occurred in the period to 31 March 2021.

NOTE 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 these 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 management services to individual Labs investments and IPO-preparation costs.

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.

01/01 – 31/03/2021

(in EUR k)	<u>Inspire</u>	<u>Build</u>	<u>Run</u>	<u>Other</u>	<u>Trifork</u>	<u>Labs</u>	<u>Elimination</u>	<u>Total</u>
Revenue								
—from external customers	314	30,583	8,480	38	39,415	—	—	39,415
—from other segments	—	—	—	164	164	—	–164	—
Total segment revenue	314	30,583	8,480	202	39,579	—	–164	39,415
Earnings before financial items, tax, depreciation and amortization	–370	8,022	1,391	–3,168	5,875	–552	—	5,323
Depreciation and amortization . .	–41	–1,772	–737	–240	–2,790	—	—	–2,790
Impairment	—	—	—	—	—	—	—	—
Earnings before financial items and tax	–411	6,250	654	–3,408	3,085	–552	—	2,533
Financial result	n/a	n/a	n/a	n/a	–636	1,766	—	1,130
Earnings before tax (EBT)	n/a	n/a	n/a	n/a	2,449	1,214	—	3,663
Average number of employees .	17	591	143	69	820	2	—	822

01/01 – 31/03/2020

(in EUR k)	<u>Inspire</u>	<u>Build</u>	<u>Run</u>	<u>Other</u>	<u>Trifork</u>	<u>Labs</u>	<u>Elimination</u>	<u>Total</u>
Revenue								
—from external customers	708	21,715	6,052	54	28,529	—	—	28,529
—from other segments	—	—	—	131	131	—	–131	—
Total segment revenue	708	21,715	6,052	185	28,660	—	–131	28,529
Earnings before financial items, tax, depreciation and amortization	–516	4,750	949	–1,087	4,096	–131	—	3,965
Depreciation and amortization . .	–47	–1,043	–819	–252	–2,161	—	—	–2,161
Impairment	—	—	—	—	—	—	—	—
Earnings before financial items and tax	–563	3,707	130	–1,339	1,935	–131	—	1,804
Financial result	n/a	n/a	n/a	n/a	88	33	—	121
Earnings before tax (EBT)	n/a	n/a	n/a	n/a	2,023	–98	—	1,925
Average number of employees .	22	427	126	71	646	2	—	648

NOTE 2

Revenue from contracts with customers

A. Revenue streams

(in EUR k)	01/01 – 31/03/2021	01/01 – 31/03/2020
Inspire	314	708
Build	30,583	21,715
Run:		
—Licenses and support	1,328	3,181
—Hardware	2,408	707
—Hosting and security	4,744	2,164
Other	38	54
Total revenue from contracts with customers	39,415	28,529

B. Revenue by business area

(in EUR k)	01/01 – 31/03/2021	01/01 – 31/03/2020
Inspire	314	708
Digital health	4,062	3,862
Smart enterprise	20,178	11,300
Smart building	851	542
Cloud operations	6,642	5,390
Cyber protection	3,040	1,387
Fintech	4,290	5,286
Other	38	54
Total revenue	39,415	28,529

C. Timing of revenue recognition

(in EUR k)	01/01 – 31/03/2021	01/01 – 31/03/2020
Goods and services transferred at a point in time	1,759	1,399
Services transferred over time	37,656	27,130
Total revenue from contracts with customers	39,415	28,529

NOTE 3

Other operating expenses

(in EUR k)	01/01 – 31/03/2021	01/01 – 31/03/2020
Sales and marketing expenses	–509	–418
Service cost for leased property	–496	–480
Administration expenses	–3,771	–2,232
—of which IPO-preparation cost	–1,792	–124
Others	–29	–36
Total other operating expenses	–4,805	–3,166

NOTE 4

Depreciation, amortization and impairment

(in EUR k)	01/01 – 31/03/2021	01/01 – 31/03/2020
Depreciation of property, plant and equipment	–491	–435
Depreciation of right-of-use assets	–1,334	–1,018
Amortization of intangible assets	–965	–708
Total depreciation, amortization and impairment	–2,790	–2,161

NOTE 5

Other financial expenses

(in EUR k)	01/01 – 31/03/2021	01/01 – 31/03/2020
Interest expenses	–520	–244
—of which lease interests	–126	–92
—of which net interest for defined benefit plans	–2	–1
Impairment losses on other financial assets	—	–7
Total other financial expenses	–520	–251

NOTE 6

Earnings per share

(in EUR k)	01/01 – 31/03/2021	01/01 – 31/03/2020
Net income attributable to the shareholders of Trifork Holding AG	1,773	1,174
Weighted average number of shares issued	18,637,230	18,637,230
Weighted average number of treasury shares	–30,724	–100,809
Number of shares used for calculating earnings per share	18,606,506	18,536,421
Earnings per share (basic/diluted—in EUR)	0.10	0.06

Retrospectively adjusted numbers effected by the share capital increase of 167,436 shares as of 15 April 2021 (refer to Note 10) would be 18,804,666 (weighted average number of shares issued) and –198,160 (weighted average number of treasury shares). The number of shares used for calculating earnings per share does not change.

NOTE 7

Financial liabilities

(in EUR k)	31/03/2021	31/12/2020
Borrowings from financial institutions	35,191	55,350
Lease liabilities	21,235	21,851
Others	344	357
Financial liabilities related to financing activities	56,770	77,558
Contingent considerations	5,164	5,378
—of which from business combinations	4,223	4,437
—of which from others	941	941
Redemption amount of put-options	24,247	24,240
Financial liabilities related to business combination and acquisition of non-controlling interests	29,411	29,618
Total financial liabilities, as presented in the statement of financial position	86,181	107,176
—of which non-current	61,618	66,879
—of which current	24,563	40,297

NOTE 8

Shareholders' equity

A. Non-controlling interests

In the first quarter 2021 the Group has acquired approx. 5% of the shares in Erlang Solutions Ltd for EUR k 704. The total shareholding in the company is at 55.7%.

B. Transactions with treasury shares

	Number of shares	Average price	Total amount (in EUR k)
1 January 2020	144,462	8.65	1,250
Acquisitions	4,050	10.28	42
Disposals	-47,050	9.08	-427
Acquisition of Group companies	-44,307	8.72	-386
31 March 2020	57,155	8.37	479
1 January 2021	31,093	16.84	524
Acquisitions	296	17.08	5
Disposals	-1,034	12.57	-13
31 March 2021	30,355	16.98	516

For the period 1 January – 31 March 2021 the impact of the transactions with treasury shares in retained earnings is EUR k 14 (1 January – 31 March 2020: EUR k 68).

NOTE 9

Financial instruments through profit and loss

INVESTMENTS IN TRIFORK LABS

(in EUR k)	Level 1	Level 3	2021 Total	2020 Level 3
1 January	236	75,625	75,861	32,531
Acquisitions	—	779	779	1,965
Disposals	—	-57,872	-57,872	—
Fair value adjustments	-27	1,740	1,713	—
—of which realized	—	1,740	1,740	—
—of which unrealized	-27	—	-27	—
Exchange differences	—	-3	-3	110
31 March	209	20,269	20,478	34,606

On 17 December 2020, Trifork Labs ApS signed a term sheet for the sale of its entire investment in Humio Ltd. According to this term sheet the Labs investment in Humio Ltd. was value at EUR k 56,106 as per 31 December

2020.

The cash proceeds of EUR k 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 EUR k 1,740 from foreign exchange gains.

In the first quarter 2021, the investment in Supertrends AG was exited at cost of EUR k 26.

The fair value of Level 3 investments is derived from DCF-valuation models or recent transactions (new capital investments by third parties).

There were no transfers between fair value measurements levels in 1 January – 31 March 2021 and 2020.

The maximum values at risk for Trifork Labs are the total amounts of the individual investments.

CONTINGENT CONSIDERATIONS RELATED TO BUSINESS COMBINATIONS, ACQUISITION OF NON-CONTROLLING INTERESTS AND ACQUISITION OF COMPLETED DEVELOPMENT PROJECTS—LEVEL 3

(in EUR k)	2021	2020
1 January	5,378	949
Additions from business combinations	—	558
Other additions	—	535
Settlements	-216	—
Exchange differences	2	1
31 March	5,164	2,043

As of 31 March 2021, the liability consists of contingent considerations related to the acquisitions of Nine, A/S, Testhuset A/S, SAPBASIS ApS and acquisitions of software products (completed development projects). Management has updated the assessment of the individual contingent consideration as per reporting date and has come to the conclusion that no relevant changes to the assessment as per 31 December 2020 occurred:

An amount of EUR k 4,083 (31 December 2020: EUR k 4,082) 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 and accounts for the total liability.

An amount of EUR k 0 (31 December 2020: EUR k 0) relates to the acquisition of software products (completed development projects):

The contingent consideration arrangement comprises a pay-out of up to EUR k 807 in 2021. Subject to the earn-out payment are new or expanded sales agreements (licenses, SaaS) for the products acquired within 18 months following the acquisition. According to business planning, Trifork Group expects the amount becoming due to be EUR k 0.

An amount of EUR k 140 (31 December 2020: EUR k 355) relates to the acquisition of SAPBASIS ApS:

The contingent consideration arrangement comprises a total pay-out of up to EUR k 431 in 2022 and 2023 in case the company meets defined EBIT-targets for 2021 and 2022. If the target is missed by more than 10%, there will be no pay-out. Based on recent results and the future expectations for SAPBASIS ApS, Trifork Group is of the view that for 2021 35% and for 2022 29% of the maximum amounts become due.

For 2020 the EBIT-target was met and the amount of EUR k 216 was paid out in March 2021.

An amount of EUR k 941 (31 December 2020: EUR k 941) relates to the acquisition of the remaining non-controlling interests (49%) of Trifork Smart Enterprise A/S:

The company met the EBIT-target for 2020 and the amount of EUR k 941 will be paid-out in the second quarter 2021.

The maximum amounts at risk for contingent consideration liabilities is EUR k 1,097 (maximal contractual payments vs. carrying amount).

NOTE 10

Events after the reporting period

With effective date as of 15 April 2021 the Board of Directors increased share capital from authorized share capital in an amount of EUR k 15 (167,436 shares) by conversion from retained earnings.

The available authorized capital as of 15 April 2021 amounts to CHF k 120 (EUR k 108). This equates to 1,195,334 registered shares.

The 2021 consolidated interim financial statements were approved and released for publication by the Board of Directors on 19 April 2021.

Statement by the Board of Directors and Executive Management on the Audited Consolidated Financial Statements of the Company as of and for the years ended 31 December 2020, 31 December 2019 and 31 December 2018

The consolidated financial statements of Trifork Holding AG (together with its direct and indirect subsidiaries the “Group”) as of and for the years ended 31 December 2020, 31 December 2019 and 31 December 2018 have been derived from the consolidated financial statements as at and for the years ended 31 December 2020, 31 December 2019 and 31 December 2018 (the “Audited Consolidated Financial Statements”) included in the annual report for 2020 as prepared and originally approved by the Board of Directors and Executive Management (the “Management”) on 16 March 2021.

Today, the Board of Directors and the Executive Management have discussed and approved the following Audited Consolidated Financial Statements.

The Audited Consolidated Financial Statements are prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board.

In our opinion, the Audited Consolidated Financial Statements give a true and fair view of the Group’s financial position as of 31 December 2020, 31 December 2019 and 31 December 2018 and of the results of the Group’s operations and cash flows for the financial years ended 31 December 2020, 31 December 2019 and 31 December 2018.

Schindellegi, 19 April 2021

The Board of Directors

Julie B. Galbo
Chairperson

Olivier Jaquet
Deputy Chairperson

Casey Rosenthal
Board Member

Maria Hjorth
Board Member

Lars Lunde
Board Member

The Executive Management

Jørn Larsen
CEO

Kristian Wulf-Andersen
CFO

Independent Auditor's Report on the Audited Consolidated Financial Statements of the Company as of and for the years ended 31 December 2020, 31 December 2019 and 31 December 2018

The Audited Consolidated Financial Statements have been audited by Ernst & Young Ltd. who have provided the below Independent Auditor's Report on 19 April 2021:

To the Board of Directors of Trifork Holding AG, Feusisberg

Independent auditor's report on the audit of the consolidated financial statements

Opinion

In accordance with the terms of our engagement, 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 of 31 December 2020, 31 December 2019 and 31 December 2018 and the consolidated statement of income, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the twelve-month periods ended 31 December 2020, 31 December 2019 and 31 December 2018, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as of 31 December 2020, 31 December 2019 and 31 December 2018, and its consolidated financial performance and its consolidated cash flows for the twelve-month period ended 31 December 2020, 31 December 2019 and 31 December 2018 in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those 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 *International Code of Ethics for Professional Accountants (including International Independence Standards) of the International Ethics Standards Board for Accountants (IESBA Code)* 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 in the annual report

The Board of Directors is responsible for the other information in the annual report. The other information comprises all information included in the annual report, but does not include the consolidated financial statements, and our auditor's reports thereon.

Our opinion on the consolidated financial statements does not cover the other information in the annual report 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 in the annual report 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.

Responsibilities of the Board of Directors for the consolidated financial statements

The Board of Directors is responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with IFRS and 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 ISAs 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 at the website of EXPERTsuisse: <http://www.expertsuisse.ch/en/audit-report-for-public-companies>. This description forms part of our auditor's report.

Zurich, 19 April 2021

ERNST & YOUNG LTD

Tobias Meyer
Swiss Certified Accountant
(Auditor in charge)

Andreas Forster
Swiss Certified Accountant

Audited Consolidated Financial Statements

Consolidated Income Statement for the year ended 31 December

(in EUR k)	Note	2020	2019	2018
Revenue from contracts with customers	2.1/2	115,358	106,428	86,508
Rental income		320	1,191	1,247
Other operating income		770	3,831	409
Operating income		116,448	111,450	88,164
Cost of goods and services purchased	2.3	-22,751	-27,542	-21,516
Personnel costs	3.1	-64,149	-55,795	-42,567
Other operating expenses	2.4	-12,573	-12,476	-14,015
Operating expenses		-99,473	-95,813	-78,098
Earnings before financial items, taxes, depreciation and amortization		16,975	15,637	10,066
Depreciation, amortization and impairment	2.5	-10,567	-7,402	-3,940
Earnings before financial items and taxes		6,408	8,235	6,126
Fair value adjustment on investments in Trifork Labs	5.1	41,259	9,524	9,999
Share of results from associated companies	4.5	15	-24	7
Other financial income	2.6	882	412	822
Other financial expenses	2.6	-1,474	-1,014	-653
Result on foreign exchange	2.6	-48	610	-270
Financial result		40,634	9,508	9,904
Earnings before tax		47,042	17,743	16,030
Income tax expense	2.7	-2,384	-1,394	-1,261
Net income		44,658	16,349	14,769
Attributable to shareholders of Trifork Holding AG		43,216	15,240	13,691
Attributable to non-controlling interests		1,442	1,109	1,078
Earnings per share of Trifork Holding AG, basic (in EUR)	2.8	2.33	0.83	0.75
Earnings per share of Trifork Holding AG, diluted (in EUR)	2.8	2.33	0.83	0.75

Audited Consolidated Financial Statements
Consolidated Statement of Comprehensive Income
for the year ended 31 December

(in EUR k)	<u>2020</u>	<u>2019</u>	<u>2018</u>
Net income	<u>44,658</u>	<u>16,349</u>	<u>14,769</u>
Items that may be reclassified to profit or loss, after tax			
Currency translation adjustment for foreign operations	36	–38	–219
Currency translation adjustment reclassified to profit and loss	—	–5	—
Items that will not be reclassified to profit or loss, after tax			
Remeasurements of the net defined benefit liabilities	–362	–389	228
Other comprehensive income	<u>–326</u>	<u>–432</u>	<u>9</u>
Total comprehensive income	<u>44,332</u>	<u>15,917</u>	<u>14,778</u>
Attributable to shareholders of Trifork Holding AG	42,934	14,748	13,776
Attributable to non-controlling interests	1,398	1,169	1,002

Audited Consolidated Financial Statements
Consolidated Statement of Financial Position
for the year ended 31 December

(in EUR k)	Note	2020	2019	2018
Intangible assets	4.6	72,990	33,445	34,840
Right-of-use assets	4.7	21,470	15,546	0
Property, plant and equipment	4.8	6,144	5,732	7,640
Investments in Trifork Labs	5.1	19,755	32,531	19,685
Investments in associated companies	4.5	15	41	115
Other non-current financial assets	4.9	3,956	2,868	2,244
Deferred tax assets	2.7	224	343	116
Total non-current assets		124,554	90,506	64,640
Trade receivables	6.1	25,226	20,236	18,094
Contract assets	6.1	2,107	2,186	2,590
Other current financial assets	4.9	340	519	0
Other current receivables		559	1,201	288
Prepaid expenses		2,260	1,465	972
Investments in Trifork Labs	5.1	56,106		
Cash and cash equivalents		17,957	5,952	9,687
Total current assets		104,555	31,559	31,631
ASSETS		229,109	122,065	96,271
Share capital	7.1	1,562	1,562	1,553
Treasury shares	7.1	-524	-1,250	-733
Retained earnings		81,043	57,121	43,184
Currency translation adjustment		-1,587	-1,676	-1,635
Equity attributable to shareholders of Trifork Holding AG		80,494	55,757	42,369
Non-controlling interests	8.2	2,702	1,577	1,967
Total shareholders' equity		83,196	57,334	44,336
Non-current financial liabilities	7.3	66,879	25,988	20,513
Other non-current liabilities	3.2	6,119	1,223	704
Deferred tax liabilities	2.7	5,580	2,932	3,106
Total non-current liabilities		78,578	30,143	24,323
Current financial liabilities	7.3	40,297	14,977	11,344
Trade payables		4,754	5,774	3,650
Contract liabilities		4,015	2,492	3,440
Current tax liabilities		2,481	1,771	772
Other current liabilities	6.2	15,788	9,574	8,406
Total current liabilities		67,335	34,588	27,612
Total liabilities		145,913	64,731	51,935
LIABILITIES AND SHAREHOLDERS' EQUITY		229,109	122,065	96,271

Audited Consolidated Financial Statements

**Consolidated Statement of Changes in Shareholders' Equity
for the year ended 31 December**

(in EUR k)	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 2018	1,553	-1,617	33,153	-1,577	31,512	1,670	33,182
Net income	—	—	13,691	—	13,691	1,078	14,769
Other comprehensive income	—	-85	228	-58	85	-76	9
Total comprehensive income	—	-85	13,919	-58	13,776	1,002	14,778
Dividends	—	—	-2,398	—	-2,398	-562	-2,960
Transactions with treasury shares	—	-1,520	1,316	—	-204	—	-204
Additions from business combinations	—	2,489	—	—	2,489	1,068	3,557
Changes in liabilities towards non-controlling interests	—	—	-2,806	—	-2,806	-1,210	-4,016
31 December 2018	1,553	-733	43,184	-1,635	42,369	1,968	44,337
Net income	—	—	15,240	—	15,240	1,109	16,349
Other comprehensive income	—	-57	-389	-46	-492	60	-432
Total comprehensive income	—	-57	14,851	-46	14,748	1,169	15,917
Capital increase	9	-880	871	—	—	—	—
Dividends	—	—	-1,960	—	-1,960	-766	-2,726
Transactions with treasury shares	—	-1,723	578	—	-1,145	—	-1,145
Disposal / loss of control of a Group company	—	—	—	—	—	-675	-675
Acquisition of non-controlling interests	—	2,143	-4,095	—	-1,952	-233	-2,185
Changes in liabilities towards non-controlling interests	—	—	3,692	5	3,697	114	3,811
31 December 2019	1,562	-1,250	57,121	-1,676	55,757	1,577	57,334
Net income	—	—	43,216	—	43,216	1,442	44,658
Other comprehensive income	—	—	-362	81	-281	-45	-326
Total comprehensive income	—	—	42,854	81	42,935	1,397	44,332
Dividends	—	—	-905	—	-905	-961	-1,866
Transactions with treasury shares	—	-2,050	228	—	-1,822	—	-1,822
Additions from business combinations	—	2,776	-2,391	—	385	4,967	5,352
Changes in liabilities towards non-controlling interests	—	—	-15,864	8	-15,856	-4,278	-20,134
31 December 2020	1,562	-524	81,043	-1,587	80,494	2,702	83,196

Audited Consolidated Financial Statements

Consolidated Cash Flow Statement for the year ended 31 December

(in EUR k)	Note	2020	2019	2018
Net income		44,658	16,349	14,769
Adjustments for:				
Depreciation, amortization and impairment	2.5	10,567	7,402	3,940
Non-cash other operating income		-350	-3,592	-11
Other financial result	2.6	640	-8	102
Share of result from associated companies	4.5	-15	24	-7
Fair value adjustment from investments in Trifork Labs	5.1	-41,259	-9,524	-9,999
Income taxes	2.7	2,384	1,394	1,261
Adjustment for other non-cash items		776	—	55
Changes in net working capital		3,680	-984	-1,604
Income taxes paid		-3,294	-547	-1,943
Cash flow from operating activities		17,787	10,514	6,563
Acquisition of Group companies, deferred purchase price payments		—	—	-1,118
Acquisition of Group companies, net of cash acquired	4.1	-26,201	—	-2,896
Sale of Group companies, net of cash disposed	4.2	—	-59	18
Purchase of intangible assets	4.6	-1,306	-1,026	-1,271
Purchase of property, plant and equipment	4.8	-2,108	-1,998	-2,117
Sale of property, plant and equipment		127	229	927
Purchase of associated companies	4.5	—	—	-3
Sale of associated companies	4.5	—	40	104
Dividends received from associates companies	4.5	41	10	—
Purchase of investments in Trifork Labs	5.1	-2,678	-1,098	-515
Sale of investments in Trifork Labs	5.1	728	—	5,714
Dividends received from investments in Trifork Labs	5.1	—	204	—
Loans granted		-357	-1,225	-474
Repayment loans granted		151	273	191
Interest received		87	90	82
Cash flow from investing activities		-31,516	-4,560	-1,358
Proceeds from borrowings		36,547	1,833	5,084
Repayment of borrowings		-1,511	-3,108	-2,337
Payment of lease liabilities	7.3	-3,926	-3,674	—
Interest paid		-1,561	-861	-653
Acquisition of non-controlling interests		—	-1,247	—
Purchase of treasury shares	7.1	-7,283	-593	-1,550
Sale of treasury shares	7.1	5,477	526	1,307
Dividends paid		-1,866	-2,726	-2,960
Cash flow from financing activities		25,877	-9,850	-1,109
Exchange differences on cash and cash equivalents		-143	161	-8
Change in cash and cash equivalents		12,005	-3,735	4,088
Cash and cash equivalents at the beginning of the period		5,952	9,687	5,599
Cash and cash equivalents at the end of the period		17,957	5,952	9,687

Audited Consolidated Financial Statements

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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- 1.3 Management estimates, assumptions and judgments

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Investments in Trifork Labs

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Audited Consolidated Financial Statements

Section 1

Basis of preparation

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

An even more 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.

Audited Consolidated Financial Statements

NOTE 1.1

General information

Trifork Holding AG (“the Company”) is a privately held 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 training
- “Trifork Labs” focuses on investments in tech startup companies and are 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 principal is applied, except for certain financial instruments (investments in Trifork Labs, contingent consideration liabilities, derivatives).

The consolidated financial statements are presented in Euro and all amounts are in thousand (EUR k), 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.

§ 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 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 2020, 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.

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 the 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:

	Unit	Exchange rates at period end			Average exchange rates for the period		
		2020	2019	2018	2020	2019	2018
DKK	1	0.1344	0.1339	0.1339	0.1341	0.1339	0.1342
CHF	1	0.9211	0.9199	0.8907	0.9345	0.8989	0.8663
GBP	1	1.1073	1.1736	1.1077	1.1253	1.1407	1.1304
USD	1	0.8143	0.8937	0.8731	0.8776	0.8933	0.8472

NOTE 1.2

Changes in accounting policies

The accounting policies adopted in these consolidated financial statements 2020 are consistent with those applied in 2019 except as outlined below:

Adoption of new and revised IFRS standards

The Group has applied new and amended International Financial Reporting Standards (IFRSs) on 1 January 2020:

IFRS 3	Definition of a Business (amendment)
IAS 1 & IAS 8	Definition of Material (amendments)
Conceptual framework	Revised Conceptual Framework for Financial Reporting

The changes do not materially impact on 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 2021 onwards:

Standard	Subject
IFRS 9, IAS 39 & IFRS7	Interest rate benchmark reform—phase 2 (amendments—2021)
IFRS 3	Reference to the conceptual framework (amendment—2022)
IAS 37	Onerous contracts—Costs of fulfilling a contract (amendment—2022)
Annual improvements	Collective standard with amendments to various IFRS with the primary goal of eliminating inconsistencies and clarifying terminology (2022)
IAS 1	Classification of liabilities as current and non-current (2023)

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

Changes in presentation

Compared to the prior year the structure of the notes to these consolidated financial statements has been redesigned in order to help users find the most relevant information grouped into sections.

The Group has also chosen to voluntarily present an additional year of comparative information for 2018.

As the Group adopted IFRS 16 Leases in 2019 using the modified retrospective approach without restating comparative information for 2018, lease accounting and disclosures for 2018 are still based on IAS 17.

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 Investments in Trifork Labs

Section 2

Results of 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.

NOTE 2.1

Segment information

The business and operations of Trifork Group comprise the two main segments Trifork and Trifork Labs. Trifork is further divided into the three sub-segments Inspire, Build and Run (formerly named: Academy, Services and Products). The results of which are also reported to the Executive Management (Chief operating decision maker) for performance measurement and resource allocation and therefore 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 separate management teams at the level of EBITDA (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).

'Others' mainly comprise of management services to individual Labs investments.

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 innovate 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. In 2018, a few investments were controlled by Trifork and thus consolidated until the Group lost control, refer to Note 4.2.

2020

(in EUR k)	<u>Inspire</u>	<u>Build</u>	<u>Run</u>	<u>Others</u>	<u>Trifork</u>	<u>Labs</u>	<u>Elimination</u>	<u>Total</u>
Revenue								
—from external customers .	1,945	86,705	26,422	286	115,358	—	—	115,358
—from other segments . . .	—	—	—	878	878	—	–878	—
Total segment revenue . . .	<u>1,945</u>	<u>86,705</u>	<u>26,422</u>	<u>1,164</u>	<u>116,236</u>	<u>—</u>	<u>–878</u>	<u>115,358</u>
Earnings before financial items, tax, depreciation and amortization	<u>–1,522</u>	<u>16,810</u>	<u>5,866</u>	<u>–1,941</u>	<u>19,213</u>	<u>–2,238</u>	<u>—</u>	<u>16,975</u>
Depreciation and amortization	–165	–4,929	–3,327	–1,393	–9,814	—	—	–9,814
Impairment	—	—	–753	—	–753	—	—	–753
Earnings before financial items and tax	<u>–1,687</u>	<u>11,881</u>	<u>1,786</u>	<u>–3,334</u>	<u>8,646</u>	<u>–2,238</u>	<u>—</u>	<u>6,408</u>
Financial result	n/a	n/a	n/a	n/a	–762	41,396	—	40,634
Earnings before tax (EBT)	<u>n/a</u>	<u>n/a</u>	<u>n/a</u>	<u>n/a</u>	<u>7,884</u>	<u>39,158</u>	<u>—</u>	<u>47,042</u>
Average number of employees	<u>19</u>	<u>577</u>	<u>124</u>	<u>73</u>	<u>793</u>	<u>2</u>	<u>—</u>	<u>795</u>

2019

(in EUR k)	Inspire	Build	Run	Others	Trifork	Labs	Elimination	Total
Revenue								
—from external customers . . .	8,051	76,578	21,458	341	106,428	—	—	106,428
—from other segments	—	—	—	553	553	—	–553	—
Total segment revenue	8,051	76,578	21,458	894	106,981	—	–553	106,428
Earnings before financial items, tax, depreciation and amortization	–287	12,516	5,872	–1,902	16,199	–562	—	15,637
Depreciation and amortization	–111	–3,352	–2,713	–1,050	–7,226	—	—	–7,226
Impairment	—	–176	—	—	–176	—	—	–176
Earnings before financial items and tax	–398	8,988	3,159	–2,952	8,797	–562	—	8,235
Financial result	n/a	n/a	n/a	n/a	–91	9,599	—	9,508
Earnings before tax (EBT)	n/a	n/a	n/a	n/a	8,706	9,037	—	17,743
Average number of employees	24	434	102	64	624	2	—	626

2018

(in EUR k)	Inspire	Build	Run	Others	Trifork	Labs	Elimination	Total
Revenue								
—from external customers . . .	7,140	61,502	17,818	19	86,479	29	—	86,508
—from other segments	—	—	—	970	970	130	–1,100	—
Total segment revenue	7,140	61,502	17,818	989	87,449	159	–1,100	86,508
Earnings before financial items, tax, depreciation and amortization	346	6,940	4,287	–872	10,701	–635	—	10,066
Depreciation and amortization	–57	–774	–1,989	–815	–3,567	–305	—	–3,940
Impairment	—	—	–68	—	–68	—	—	—
Earnings before financial items and tax	289	6,166	2,298	–1,687	7,066	–940	—	6,126
Financial result	n/a	n/a	n/a	n/a	–795	10,699	—	9,904
Earnings before tax (EBT)	n/a	n/a	n/a	n/a	6,271	9,759	—	16,030
Average number of employees	22	344	72	64	502	2	—	504

GEOGRAPHICAL INFORMATION

(in EUR k)	2020		2019		2018	
	Revenue from external customers ⁽¹⁾	Non-current assets ⁽²⁾	Revenue from external customers ⁽¹⁾	Non-current assets ⁽²⁾	Revenue from external customers ⁽¹⁾	Non-current assets ⁽²⁾
Denmark	83,808	79,974	63,423	35,649	53,624	26,113
United Kingdom	9,736	9,879	13,075	5,701	10,368	5,499
Netherlands	8,418	6,281	7,458	7,822	9,268	1,141
USA	2,821	1,017	3,382	1,181	2,989	1,212
Switzerland	1,727	1,951	2,106	2,612	2,869	2,041
Others	8,848	1,502	16,984	1,758	7,390	6,474
Total	115,358	100,604	106,428	54,723	86,508	42,480

(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 EUR k)	2020	2019	2018
Inspire	1,945	8,051	7,140
Build	86,705	76,578	61,502
Run:			
—Licenses and support	7,626	7,940	10,807
—Hardware	2,644	1,180	1,803
—Hosting and security	16,152	12,339	5,237
Others	286	340	19
Total revenue	115,358	106,428	86,508

B. Revenue by business area

(in EUR k)	2020	2019	2018
Inspire	1,945	8,051	7,140
Digital health	14,572	12,676	11,264
Smart enterprise	49,237	39,740	31,021
Smart building	2,859	1,737	3,662
Cloud operations	21,735	19,092	17,833
Cyber protection	8,057	3,561	3,010
Fintech	16,668	21,231	12,559
Others	285	340	19
Total revenue	115,358	106,428	86,508

C. Timing or revenue recognition

(in EUR k)	2020	2019	2018
Goods and services transferred at a point in time	7,657	5,819	7,477
Services transferred over time	107,701	100,609	79,031
Total revenue	115,358	106,428	86,508

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 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 EUR k)	2020	2019	2018
Costs of goods and services purchases	<u>-22,751</u>	<u>-27,542</u>	<u>-21,516</u>

§ 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 EUR k)	2020	2019	2018
Sales and marketing expenses	-1,723	-2,820	-2,167
Service cost for leased property ⁽¹⁾	-1,951	-2,033	-4,543
Administration expenses	-8,841	-7,587	-7,246
—of which IPO-preparation costs	-852	-270	—
—of which lease cost related to short term and low value contracts	-20	-78	—
Others	-58	-36	-59
Total other operating expenses	<u>-12,573</u>	<u>-12,476</u>	<u>-14,015</u>

(1) 2018: Includes lease expenses.

NOTE 2.5

Depreciation, amortization and impairment

(in EUR k)	2020	2019	2018
Depreciation of property, plant and equipment	-1,846	-1,528	-1,910
Depreciation of right-of-use assets	-4,874	-3,705	—
Amortization of intangible assets	-3,094	-1,993	-1,962
Impairment of intangible assets	-753	-176	-68
Total depreciation, amortization and impairment	<u>-10,567</u>	<u>-7,402</u>	<u>-3,940</u>

In 2020, acquired intangible assets were impaired due to not living-up to the business plan. The corresponding contingent liability was simultaneously adjusted by EUR k 535 to EUR k 0 (see Note 4.3).

In 2019 an ongoing development project (software) was fully impaired as Management viewed the business case as not being realistic anymore.

The impairment recognized in 2018 related to the sale of Trifork Medical ApS.

NOTE 2.6

Other financial result

A. Other financial income

(in EUR k)	2020	2019	2018
Interest income	87	90	82
Reversal of impairment losses on other financial assets	41	—	—
Fair value adjustments on contingent consideration liabilities	754	322	740
Total other financial income	882	412	822

B. Other financial expenses

(in EUR k)	2020	2019	2018
Interest expenses	-1,426	-918	-653
<i>of which lease interests</i>	<i>-487</i>	<i>-259</i>	<i>-78</i>
<i>of which net interest for defined benefit plans</i>	<i>-4</i>	<i>-6</i>	<i>—</i>
Impairment losses on other financial assets	-48	-96	—
Total other financial expenses	-1,474	-1,014	-653

C. Result on foreign exchange

(in EUR k)	2020	2019	2018
Foreign exchange gains	1,534	1,712	694
Foreign exchange losses	-1,582	-1,102	-965
Total result on foreign exchange	-48	610	-271

NOTE 2.7

Income taxes

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

(in EUR k)	2020	2019	2018
Tax expense recorded in the income statement			
Current income tax expense	-2,861	-1,796	-1,411
Deferred tax (expense)/income	477	402	150
Total tax expense recorded in the income statement	-2,384	-1,394	-1,261
Tax effect recorded in other comprehensive income			
Deferred income tax from remeasurement of defined benefit plans	62	50	52
Total tax effect recorded in other comprehensive income	62	50	52

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 shows the main factors explaining 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 EUR k)	2020	2019	2018
Earnings before tax	47,043	17,743	16,031
Weighted applicable tax rate	23.6%	21.3%	22.8%
Expected income tax expense	-11,147	-3,785	-3,658
Effect of changes in tax rates	—	21	—
Non-taxable income			
—from investments	9,337	2,367	2,396
—others	92	489	225
Non-deductible expenses	-384	-526	-46
Tax privileged expenses (R&D)	—	—	200
Unrecognized tax losses from current period	-367	-79	-111
Recognized tax losses from earlier periods	267	117	
Derecognized tax losses from earlier periods	—	—	-327
Others	-182	2	60
Actual income tax expense	-2,384	-1,394	-1,261
Effective tax rate	5.1%	7.9%	7.9%

B. Deferred tax assets and liabilities

DEFERRED TAX ASSETS/(LIABILITIES), NET

(in EUR k)	2020	2019	2018
1 January	-2,589	-2,990	-2,962
Net deferred tax recognized in profit or loss	477	402	150
Net deferred tax recognized in other comprehensive income	62	50	52
Additions from business combinations	-3,302	—	-220
Disposal of Group companies	—	-1	—
Exchange differences	-4	-50	-10
31 December	-5,356	-2,589	-2,990

RECOGNIZED IN THE STATEMENT OF FINANCIAL POSITION AS:

(in EUR k)	2020	2019	2018
Deferred tax asset	224	343	116
Deferred tax liability	-5,580	-2,932	-3,106
Total	-5,356	-2,589	-2,990

! 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 carryforwards 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.

UNRECOGNIZED TAX LOSSES CARRIED FORWARD

(in EUR k)	2020	2019	2018
Expiry in:			
1 year	—	—	—
2 – 5 years	48	199	—
more than 5 years	1,533	733	—
do not expire	4,478	3,838	1,742
Total unrecognized tax losses carried forward	6,059	4,770	1,742

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

(in EUR k)	2020		2019		2018	
	Deferred tax assets	Deferred tax liabilities	Deferred tax assets	Deferred tax liabilities	Deferred tax assets	Deferred tax liabilities
Intangible assets and property, plant and equipment	103	-5,574	76	-2,827	95	-3,498
Leases (net)	241	-73	62	-135	—	—
Trade receivables	38	—	32	—	—	—
Other current assets	—	-14	—	—	—	-73
Current liabilities	5	-185	—	-141	162	—
Defined benefit pension liabilities	123	—	146	—	60	—
Other non-current liabilities	—	-107	—	—	229	—
Tax losses carried forward	87	—	198	—	37	—
Total deferred tax assets/						
(liabilities)	597	-5,953	514	-3,103	583	-3,571
Offsetting	-373	373	-171	171	-465	465
Total deferred tax assets/						
(liabilities), net	224	-5,580	343	-2,932	118	-3,106

Deferred tax assets of EUR k 87 (2019: EUR k 198 / 2018: EUR k 37) were recognized in respect of available tax losses carried forward of EUR k 450 (2019: EUR k 1.039 / 2018: EUR k 183). 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.

§ 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 acquisition 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**

(in EUR k)	2020	2019	2018
Net income attributable to the shareholders of Trifork			
Holding AG (in EUR k)	43,216	15,240	13,691
Weighted average number of shares issued	18,637,230	18,544,922	18,537,230
Weighted average number of treasury shares	-53,685	-235,518	-293,959
Number of shares used for calculating earnings per share	18,583,545	18,309,404	18,243,271
Earnings per share (basic/diluted—in EUR)	2.33	0.83	0.75

Section 3

Compensation

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

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

NOTE 3.1

Personnel costs

(in EUR k)	2020	2019	2018
Wages and salaries	-61,310	-53,947	-41,311
Social security costs	-1,927	-1,363	-1,222
Pension related to defined contribution plans	-2,672	-1,957	-1,562
Pension related to defined benefit plans	-387	-230	-190
Government grants on personnel costs	564	355	335
Salary refunds received	440	321	220
Personnel costs capitalized as development costs	369	1,026	1,163
Total personnel costs	-64,149	-55,795	-42,567
Average number of employees	795	626	504

For details to defined benefit plans, please refer to Note 3.2.

§ 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

Pension and similar obligations

(in EUR k)	2020	2019	2018
Non-current liability for holiday funds payable	5,077	—	—
Defined benefit liabilities	1,042	1,223	704
Other non-current liabilities	6,119	1,223	704

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 Collective BVG Foundation.

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 fund has re-insured these risks.

In 2020, a new plan, effective 1 January 2021, was introduced for salaries exceeding CHF k 129. Plan participants are able to choose from various investment strategies to suit their personal risk profile. The Group's obligation is limited to the annual contributions to be made. The plan is classified as defined contribution scheme and Group has recognized a settlement gain of EUR k 726.

The following weighted actuarial assumptions were applied in determining the defined benefit obligation (DBO):

(in EUR k)	2020	2019	2018
Discount rate	0.2%	0.3%	0.9%
Estimated future salary increases	1.5%	1.5%	1.5%
Mortality assumptions	BVG 2015 GT	BVG 2015 GT	BVG 2015 GT

The net defined benefit liabilities developed as follows:

(in EUR k)	2020	2019	2018
1 January	1,223	704	790
Cost of defined benefit plans, through profit and loss	-384	236	190
Remeasurement, in other comprehensive income	424	439	-175
Employer contributions	-221	-182	-135
Exchange differences	—	26	34
31 December	1,042	1,223	704
Breakdown of the net defined benefit liability			
Present value of the DBO	3,519	2,560	1,494
Fair value of plan assets	-2,477	-1,336	-790
Net defined benefit asset/(liability)	1,042	1,223	704

Present value of the DBO

(in EUR k)	2020	2019	2018
1 January	2,560	1,494	1,624
Current service cost	339	230	185
Interest expense	8	13	12
Ordinary employee contributions	221	182	163
Additional contributions by plan participants	974	234	—
Benefits paid	-254	-66	-379
Settlement gain	-726	—	—
Actuarial (gains)/losses	408	418	-180
Exchange differences	-11	55	69
31 December	3,519	2,560	1,494

Fair value of plan assets

(in EUR k)	2020	2019	2018
1 January	1,336	790	834
Interest income at discount rate	4	7	6
Ordinary employer contributions	221	182	135
Ordinary employee contributions	221	182	163
Additional contributions by plan participants	974	234	—
Benefits paid	-254	-66	-379
Return on plan assets (excluding interest income at discount rate)	-11	-21	-5
Exchange differences	-14	28	36
31 December	2,477	1,336	790

Components of defined benefit cost in profit or loss

(in EUR k)	2020	2019	2018
Service cost in personnel costs	387	-230	-190
Net interest in financial expenses	-4	-6	—
Total	383	-236	-190

Remeasurement of the net defined benefit liability in other comprehensive income

(in EUR k)	2020	2019	2018
Remeasurement of the net defined benefit liability			
—Actuarial gain/(loss) from changes in financial assumptions	–86	–112	66
—Actuarial gain/(loss) from experience adjustments	–322	–306	114
Return on plan assets (excluding interest income at discount rate)	–12	–21	–5
Total	–420	–439	175

The Macaulay duration is 18.8 years (2019: 19.6 years / 2018: 18.8 years).

Sensitivity

(in EUR k)	2020	2019	2018
Increase of discount rate by 0,5%	–138	–144	–146
Decrease of discount rate by 0,5%	160	169	171

Breakdown of the fair value of plan assets by investment category

(in EUR k)	2020	2019	2018
Receivables from an insurance company (collective foundation)	2,477	1,336	790

The Trifork Group expects employer contributions of EUR 86 for 2021.

§ 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

The Danish Holiday Act has been modernized and introduces the concept of “concurrent holiday”, meaning that employees may take holiday in the same year as when the holiday is accrued.

Holidays earned in the transitional period will be frozen and maintained in the Group statement of financial position. It will be paid upon retirement upon retirement to the respective employees. The liability is subject to annual indexation determined by government.

The respective liability is EUR k 5.077 (2019/2018: EUR k 0). The respective expense is included in wages and salaries in Note 3.1.

§ Accounting policy

The indexation of the frozen holiday funds starts at the same time as the accrual period of the frozen holiday funds has ended, and the new holiday law actually enters into force—that is, from 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 kept within 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.

NOTE 4.1

Acquisition of businesses

2020

In 2020, the Group acquired control of SAPBASIS ApS, MM Technologies ApS and Nine A/S.

The purchase price allocations are not final as at 31 December 2020. The provisionally assessed fair values of assets identified and liabilities assumed of companies as at acquisition date are as follows:

(in EUR k)	SAPBASIS ApS	MM Technologies ApS	Nine A/S	Total
Intangible assets	1,388	96	13,567	15,051
Right-of-use assets	305	—	1,815	2,120
Property, plant and equipment	17	2	146	165
Other non-current assets	287	1	—	288
Trade receivables	449	6	4,814	5,269
Other current assets	266	297	7,699	8,262
Deferred tax liabilities	–305	–19	–2,977	–3,301
Other non-current liabilities	–252	—	–3,115	–3,367
Current liabilities	–281	–26	–8,867	–9,174
Net assets acquired	1,874	357	13,082	15,313
Non-controlling interests	–935	–107	–3,925	–4,967
Net assets acquired, attributable to shareholders of Trifork Holding AG	939	250	9,157	10,346
Goodwill	584	51	25,958	26,593
Purchase price	1,523	301	35,115	36,939
—of which contingent consideration	558	—	4,081	4,639
—of which Trifork shares transferred	386	—	2,390	2,776
—allocation of Trifork shares transferred, subject to put-option, to contingent consideration	—	—	–2,390	–2,390
—of which cash consideration	579	301	31,034	31,914
Acquired cash and cash equivalents	–261	–278	–5,174	–5,713
Net outflow of cash and cash equivalents	318	23	25,860	26,201
Non-controlling interests at the time of acquisition	49.9%	30.0%	30.0%	

SAPBASIS APS

The acquisition took place at the beginning of January 2020. EUR k 1,262 of customer relationships have been recognized as intangible assets and are amortized over an estimated useful life of 10 years. Further, EUR k 126 of order backlog have been recognized as intangible assets and are amortized by contract fulfilment. Goodwill of EUR k 584 has been allocated with an indefinite lifetime and is justified by the expertise of SAPBASIS ApS in its specific field of action and is not tax deductible.

The fair value of the 44,307 Trifork shares transferred amounts to EUR k 386 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 2020 – 2022 and are due from 2021 (refer to Note 4.3 for further information).

The non-controlling interests are calculated based on the share of identifiable net assets.

In 2020, SAPBASIS ApS contributed revenue of EUR k 2,008 and earnings before tax of EUR k 481 to Trifork Group. If the acquisition had taken place on 1 January 2020, the impact on revenue and earnings before tax would not be materially different.

Transaction costs related to the acquisition are immaterial.

MM TECHNOLOGIES APS (RENAMED TO TRIFORK SMART DEVICE APS)

The acquisition took place at the beginning of March 2020. EUR k 67 of development projects (unpatented) and EUR k 29 of customer relationships have been recognized as intangible assets and are

amortized over an estimated useful life of 5 and 10 years. Goodwill of EUR k 51 is justified by market potential of the development projects and is not tax deductible.

The non-controlling interest is calculated based on the share of identifiable net assets.

In 2020, MM Technologies ApS contributed revenue of EUR k 37 and earnings before tax of EUR k 74 to Trifork Group. If the acquisition had taken place on 1 January 2020, the total revenue of the Trifork Group would have been EUR k 7 higher and the earnings before tax for the period would have increased by EUR k 15.

Transaction costs related to the acquisition are immaterial.

NINE A/S

The acquisition took place at the beginning of September 2020. EUR k 12,478 of customer relationships have been recognized as intangible assets and are amortized over an estimated useful life of 10 years. Further, EUR k 1.089 of order backlog have been recognized as intangible assets and are amortized by contract fulfilment. Goodwill of EUR k 25,958 is justified by the expertise of Nine A/S in its specific field of action and assumed synergies and is not tax deductible.

The Group delivered 191,000 Trifork shares to the sellers of Nine A/S and entered into a put-option arrangement on these shares. The sellers are entitled to put back 50% of the shares 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. Management considers this arrangement as a contingent consideration and has recognized the fair value of EUR k 4,081 at acquisition date, refer to Note 4.3 for further explanation.

The weighted average cost of the 191,000 Trifork shares delivered (EUR k 2,390) has been transferred to retained earnings at the acquisition date.

The non-controlling interests are calculated based on the share of identifiable net assets. For the remaining non-controlling interests call options were acquired and put options written.

In 2020, Nine A/S contributed revenue of EUR k 9,336 and earnings before tax of EUR k 1,575 to Trifork Group. If the acquisition had taken place on 1 January 2020, the total revenue of the Trifork Group would have been EUR k 15,121 higher and the earnings before tax for the period would have increased by EUR k 1,840.

Transaction costs related to the acquisition amount to EUR k 103 and are included in other operating expenses.

2019

No acquisitions were made.

2018

In 2018 the Group acquired control of Testhuset A/S and Invokers A/S (renamed to Trifork Smart Enterprise A/S). The purchase price allocations were finalized in 2019. The fair values were as follows:

(in EUR k)	Testhuset A/S	Trifork Smart Enterprise A/S	Total
Intangible assets	532	567	1,099
Property, plant and equipment	93	31	124
Other non-current assets	245	40	285
Trade receivables	1,571	988	2,559
Other current assets	346	484	830
Deferred tax liabilities	-95	-125	-220
Other non-current liabilities	-11	—	-11
Current liabilities	-1,082	-785	-1,867
Net assets acquired	1,599	1,200	2,799
Non-controlling interests	-480	-588	-1,068
Net assets acquired, attributable to shareholders of Trifork Holding AG	1,119	612	1,731
Goodwill	4,049	1,304	5,353
Purchase price	5,168	1,916	7,084
of which contingent consideration	1,019	—	1,019
of which Trifork shares transferred	1,498	992	2,490
of which cash consideration	2,651	924	3,575
Acquired cash and cash equivalents	-247	-433	-680
Net outflow of cash and cash equivalents	2,404	491	2,895
Non-controlling interests at the time of acquisition	30%	49%	

TESTHUSET A/S

The acquisition took place at the beginning of June 2018. EURm 0.4 of customer relationships have been recognized as intangible assets and are amortized over an estimated useful life of 10 years. Goodwill of EURm 4.0 is not tax deductible.

The fair value of the 244,082 Trifork shares transferred amounts to EUR k 1,498 and has been determined by using the Trifork treasury shares price model.

The non-controlling interests are calculated based on the share of identifiable net assets. For the remaining non-controlling interests call options were acquired and put options written.

In 2018, Testhuset A/S contributed revenue of EURm 4.1 and earnings before tax of EURm -0.1 to Trifork Group. If the acquisition had taken place on 1 January 2018, the total revenue of the Trifork Group would have been EURm 3.5 higher and the earnings before tax for the period would have increased by EURm 0.2.

INVOKERS A/S (RENAMED TO TRIFORK SMART ENTERPRISE A/S)

The acquisition took place at the beginning of September 2018. EURm 0.6 of customer relationships have been recognized as intangible assets and are amortized over an estimated useful life of 10 years. Goodwill of EURm 1.3 is not tax deductible.

The fair value of the 159,306 Trifork shares transferred amounts to EUR k 992 and has been determined by using the Trifork treasury shares price model.

The non-controlling interest is calculated based on the share of identifiable net assets.

For the remaining non-controlling interests call options were acquired and put options written.

In 2018, Invokers A/S contributed revenue of EURm 2.2 and earnings before tax of EURm 0.2 to Trifork Group. If the acquisition had taken place on 1 January 2018, the total revenue of the Trifork Group would have been EURm 2.7 higher and the earnings before tax for the period would have increased by EURm 0.0.

In late 2019 the Group acquired the remaining non-controlling interests for a consideration of EUR k 4,297, of which EUR k 1,205 was settled in cash, EUR k 2,143 by transferring 249,454 Trifork shares and EUR k 941 is contingent (refer to Note 4.3).

§ 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

2020

No businesses were disposed.

2019

PROGRAMMABLE INFRASTRUCTURE SOLUTIONS AG

In the first half 2019 Trifork Group decided on a change in strategy for its subsidiary Programmable Infrastructure Solution AG to focus more on accelerated growth and to bring in new external capital for financing. Therefore, a 5% stake in the shares of the company was sold for a deferred consideration of EUR k 400, reducing the Group's shareholding to 46%. This led to a loss of control and deconsolidation of the company in the Trifork segment on 30 June 2019 and transfer of the retained investment to the Trifork Labs segment at an initial fair value of EUR k 3,653.

The transaction resulted in a gain from disposal of Group Companies EUR k 3,100 included in "other operating income" of EUR k 3,831 and disposed cash and cash equivalents of EUR k 429.

TRIFORK LEARNING SOLUTIONS B.V.

The Group sold of 100% of the shares in the second half of 2019. Immediately before and linked to the sale, non-controlling interests of 5% were bought-out (consideration of EUR k 42 paid).

The fair value of the consideration received amounts to EUR k 377 in cash. The sales agreement includes an earn-out payment of up to EUR k 1,000 in total for the years 2020—2023. Basis for the earn-out are future sales with a software for distinct customers above a defined threshold. Trifork management assumes that the sales target will not be met.

The transaction resulted in a gain from disposal of Group Companies EUR k 119 included in “other operating income” of EUR k 3,831 and disposed cash and cash equivalents of EUR k 7.

(in EUR k)	Carrying amount of assets and liabilities disposed
Intangible assets	478
Property, plant and equipment	155
Right-of-use assets	1,573
Other non-current assets	126
Trade receivables	2,895
Other current assets	796
Other non-current liabilities	-1,348
Current liabilities	-2,774
Net assets disposed	<u>1,901</u>
Non-controlling interests derecognized	-675
Investment retained in Trifork Labs	-3,653
Consideration received in cash	-377
Deferred consideration (loan)	-410
Currency translation adjustment reclassified to profit or loss	-5
Gain from disposal of Group companies	<u>-3,219</u>
Cash and cash equivalents disposed	-436
Consideration received in cash	377
Net outflow of cash and cash equivalents	<u>-59</u>

2018

TRIFORK MEDICAL APS

The interest was sold in 2018 for a consideration of EUR k 20, resulting in a loss of EUR k -68. Prior to the disposal goodwill of EUR k 64 had been impaired.

§ 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 EUR k)	Level 3
1 January 2018	<u>296</u>
Additions from business combinations	1,019
Settled in cash	-240
Fair value adjustments recognized in profit or loss	-740
Exchange differences	-2
31 December 2018	<u>333</u>
Additions from acquisition of non-controlling interests	937
Fair value adjustments recognized in profit or loss	-322
Exchange differences	1
31 December 2019	<u>949</u>
Additions from business combinations	4,639
Other additions	535
Fair value adjustments recognized in profit or loss	-743
Exchange differences	-2
31 December 2020	<u>5,378</u>

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 EUR k 4,082 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 and accounts for the total liability.

An amount of EUR k 0 relates to the acquisition of software products (completed development projects):

The contingent consideration arrangement comprises a pay-out of up to EUR k 807 in 2021. Subject to the earn-out payment are new or expanded sales agreements (licenses, SaaS) for the products acquired. According to business planning, Trifork Group expects the amount becoming due to be EUR k 0.

An amount of EUR k 355 relates to the acquisition of SAPBASIS ApS:

The contingent consideration arrangement comprises a total pay-out of up to EUR k 647 in 2021, 2022 and 2023 in case the company meets defined EBIT-targets in 2020, 2021 and 2022. If the target is missed by more than 10%, there will be no pay-out.

Based on recent results and the future expectations for SAPBASIS ApS, Trifork Group is of the view that for 2020 100%, for 2021 35% and for 2022 29% of the maximum amounts become due.

An amount of EUR k 941 relates to the acquisition of the remaining non-controlling interests (49%) of Trifork Smart Enterprise A/S:

The contingent consideration arrangement comprises a pay-out of EUR k 941 in 2021 in case the company meets an EBIT-target of DKK k 5,000 in 2020. If the target is missed, there will be no pay-out. The company achieved an EBIT of DKK k 5,072 in 2020. Therefore, the target is achieved and payment is due.

An amount of EUR k 0 relates to the acquisition of Testhuset A/S:

The original contingent consideration arrangement comprises three equal tranches to be paid in 2019, 2020 and 2021 subject to meeting increasing EBITDA targets for 2018, 2019 and 2020. The maximum amount to be paid for all three years in total is EUR 1m. Targets for were not met, thus no payment became due.

Fair value adjustments are recorded as 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 EUR k)	2020	2019	2018
1 January	4,089	7,903	3,887
Addition	20,013	—	4,944
Expiry of put-options	—	-3,142	—
Adjustment recognized in retained earnings	114	-669	-916
Exchange differences	24	-3	-12
31 December	24,240	4,089	7,903

In 2020, Trifork Group acquired 70% of the shares of Nine A/S. The sellers have put-options, subject to certain conditions, on the remaining non-controlling interest.

In 2019, the Group acquired the remaining non-controlling interests of Trifork Smart Enterprise A/S. The respective put-options by the non-controlling interests expired.

! Significant accounting estimates, assumptions and judgements

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 EUR k)	2020	2019	2018
1 January	41	115	205
Additions	—	—	3
Disposals	—	-40	-104
Share of result from associated companies	15	-24	7
—of which share of result applying the equity method	15	10	79
—of which impairment	—	-34	-72
Dividends received	-41	-10	—
Exchange differences	—	—	4
31 December	15	41	115

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

Acquisition costs (in EUR k)	Goodwill	Completed development projects	Ongoing development projects	Customer relationships/order backlog	Total
1 January 2018	12,717	9,675	1,586	16,147	40,125
Additions	—	108	1,163	—	1,271
Additions from business combinations	5,353	100	—	998	6,451
Disposals	-64	-132	—	-38	-234
Transfers	—	1,261	-1,261	—	—
Exchange differences	-6	16	-42	72	40
31 December 2018	18,000	11,028	1,446	17,179	47,653
Additions	—	—	1,026	—	1,026
Disposals	—	—	-399	—	-399
Disposals of Group companies	—	-345	-167	—	-512
Transfers	—	1,172	-1,172	—	—
Exchange differences	104	271	34	111	520
31 December 2019	18,104	12,126	768	17,290	48,288
Additions	—	1,325	369	147	1,841
Additions from business combinations	26,593	67	—	14,984	41,644
Disposals	—	-210	—	-314	-524
Transfers	—	821	-821	—	—
Exchange differences	-35	-15	1	-93	-142
31 December 2020	44,662	14,114	317	32,014	91,107
Accumulated amortization and impairment					
1 January 2018	—	-7,296	-45	-3,644	-10,985
Amortization	—	-1,053	—	-910	-1,963
Impairment	-64	—	—	-4	-68
Disposals	64	132	—	17	213
Exchange differences	—	13	—	-23	-10
31 December 2018	—	-8,204	-45	-4,564	-12,813
Amortization	—	-1,084	—	-909	-1,993
Impairment	—	—	-176	—	-176
Disposals	—	—	221	—	221
Disposals of Group companies	—	35	—	—	35
Exchange differences	—	-79	—	-38	-117
31 December 2019	—	-9,332	—	-5,511	-14,843
Amortization	—	-1,356	—	-1,738	-3,094
Impairment	—	-753	—	—	-753
Disposals	—	210	—	314	524
Exchange differences	—	22	—	27	49
31 December 2020	—	-11,209	—	-6,908	-18,117
Net carrying amount as of 31 December 2018	18,000	2,824	1,401	12,615	34,840
Net carrying amount as of 31 December 2019	18,104	2,794	768	11,779	33,445
Net carrying amount as of 31 December 2020	44,662	2,905	317	25,106	72,990

In 2020, the Group acquired completed development project of EUR k 535 that is subject to a contingent consideration (see Note 4.3).

Expenditure on research and development recognized in the income statement (personnel costs) amount to EUR k -1,373 (2019: EUR k -1,637 / 2018: EURk -1,230).

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).

GOODWILL

As of 31 December, goodwill is allocated the following CGUs:

(in EUR k)	<u>2020</u>	<u>2019</u>	<u>2018</u>
Build sub-segment			
Trifork A/S	224	223	223
Trifork Public A/S	577	575	575
Trifork B.V.	3,756	3,756	3,756
Erlang Solutions Ltd.	1,136	1,157	1,122
Open Credo Ltd.	1,240	1,314	1,241
Duckwise ApS	5	5	5
Testhuset A/S	4,054	4,038	4,039
Trifork Smart Enterprise A/S	1,308	1,302	1,303
SAPBASIS ApS	587	—	—
Trifork Smart Device ApS	51	—	—
Nine A/S	25,966	—	—
Total	<u>38,904</u>	<u>12,370</u>	<u>12,264</u>
Run sub-segment			
Netic A/S	5,758	5,734	5,736
Total Goodwill	<u>44,662</u>	<u>18,104</u>	<u>18,000</u>

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% 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.

	2020			2019			2018		
	CAGR Net sales	Average EBITDA margin	Pre-tax discount rate	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	8.4%	17.5%	11.4%	7.1%	16.6%	11.5%	9.0%	15.9%	12.1%
Trifork Public A/S	11.1%	20.0%	11.4%	5.2%	21.0%	11.5%	5.0%	20.0%	12.1%
Trifork B.V.	8.3%	18.3%	11.4%	12.6%	12.7%	11.9%	8.1%	11.9%	12.2%
Erlang Solutions Ltd.	16.5%	11.9%	12.0%	12.0%	12.1%	12.6%	10.3%	12.2%	13.1%
Open Credo Ltd.	0.2%	11.7%	12.0%	5.9%	10.3%	12.6%	9.1%	12.8%	13.1%
Duckwise ApS	14.1%	14.9%	11.4%	13.7%	13.9%	11.5%	19.4%	20.2%	12.1%
Testhuset A/S	7.7%	12.1%	11.4%	9.5%	11.7%	11.5%	12.2%	13.0%	12.1%
Trifork Smart									
Enterprise A/S	11.4%	14.9%	11.4%	21.3%	15.3%	11.5%	19.8%	12.0%	12.1%
SAPBASIS ApS	15.0%	27.5%	11.4%	—	—	—	—	—	—
Trifork Smart Devise ApS . .	101.7%	36.0%	11.5%	—	—	—	—	—	—
Nine A/S	10.6%	23.1%	11.4%	—	—	—	—	—	—
Run sub-segment									
Netic A/S	8.5%	16.9%	11.4%	9.9%	16.5%	11.5%	7.9%	19.4%	12.1%

§ 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.

The amortization periods and the amortization methods are reviewed at least at the end of each reporting period.

Amortization:

<i>Capitalized development cost</i>	<i>2 – 5 years</i>
<i>Acquired customer relationships</i>	<i>5 – 20 years</i>
<i>Order backlog</i>	<i>in accordance with contract terms</i>

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 EUR k)	<u>Offices</u>	<u>IT-Hardware</u>	<u>Cars</u>	<u>Total</u>
2020				
Additions	9,669	460	334	10,463
Depreciation	-3,919	-566	-389	-4,874
Net carrying amount as of 31 December	<u>15,420</u>	<u>3,131</u>	<u>1,398</u>	<u>19,949</u>
2019				
Additions	6,362	503	560	7,425
Depreciation	-2,981	-392	-332	-3,705
Net carrying amount as of 31 December	<u>12,829</u>	<u>1,697</u>	<u>1,020</u>	<u>15,546</u>

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 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 EUR k 4,413 (2019: EUR k 3,933), refer to Notes 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.

Since 1 January 2019, 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 EUR k)	Real estate	Leasehold improvements	Other equipment, fixtures and fittings	Investment properties	Total
Acquisition cost					
1 January 2018	1,114	2,833	9,299	625	13,871
Additions	—	344	2,493	7	2,844
Additions from business combinations	—	26	99	—	125
Disposals	—	-2	-763	-630	-1,395
Exchange differences	—	-23	57	-2	32
31 December 2018	1,114	3,178	11,185	—	15,477
Transfer to right-of-use assets	—	-445	-2,885	—	-3,330
Additions	—	407	1,591	—	1,998
Disposals	—	-28	-422	—	-450
Disposals of Group companies	—	-43	-193	—	-236
Reclassifications ⁽¹⁾	—	268	-268	—	—
Exchange differences	—	79	98	—	177
31 December 2019	1,114	3,416	9,106	—	13,636
Additions	—	861	1,246	—	2,107
Additions from business combinations	—	—	165	—	165
Disposals	—	-35	-160	—	-195
Exchange differences	—	-71	106	—	35
31 December 2020	1,114	4,171	10,463	—	15,748
Accumulated depreciation and impairments					
1 January 2018	-17	-1,514	-4,790	-105	-6,426
Depreciation	-6	-275	-1,621	-8	-1,910
Disposals	—	—	379	112	491
Exchange differences	—	7	—	1	8
31 December 2018	-23	-1,782	-6,032	—	-7,837
Transfer to right-of-use assets	—	92	1,096	—	1,188
Depreciation	-13	-271	-1,244	—	-1,528
Disposals	—	5	265	—	270
Disposals of Group companies	—	11	70	—	81
Exchange differences	—	-26	-52	—	-78
31 December 2019	-36	-1,971	-5,897	—	-7,904
Depreciation	-13	-402	-1,431	—	-1,846
Disposals	—	35	77	—	112
Exchange differences	—	28	6	—	34
31 December 2020	-49	-2,310	-7,245	—	-9,604
Net carrying amount as of 31 December 2018	1,091	1,396	5,153	—	7,640
Net carrying amount as of 31 December 2019	1,078	1,445	3,209	—	5,732
Net carrying amount as of 31 December 2020	1,065	1,861	3,218	—	6,144

(1) During the review of property, plant and equipment, reclassifications were made to ensure a uniformity of disclosures.

The Group's investment property was rented to a third party and was sold in 2018. The loss of CHF k -35 has been included in other operating expenses.

The net carrying amount of the assets held under finance lease amounted to EURk 61 and EURm 2.1 at the end of 2018 for "Leasehold improvements" and "Other equipment, fixtures and fittings" (IT-hardware and cars). As per 1 January 2019 these items were transferred to right-of-use assets.

Assets acquired under finance lease arrangements in 2018 amounted to EURk 727, e.g non-cash additions to property, plant and equipment.

§ Accounting policy

Leasehold improvements, other equipment, fixtures and fittings, real estate and investment properties 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:

<i>Investment properties and real estate (except land)</i>	30 years
<i>Leasehold improvements etc.</i>	7 years
<i>Other equipment, fixtures and fittings</i>	3 – 7 years

For investment properties and 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 EUR k)	2020	2019	2018
Loans to investments in Trifork Labs	3,015	2,234	1,436
Deposits for lease contracts	1,293	1,155	808
Expected credit loss allowance	-12	-2	—
Total non-current financial assets	4,296	3,387	2,244
—of which non-current	3,956	2,868	2,244
—of which current	340	519	—

§ Accounting policy

Refer to accounting policy 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.

NOTE 5.1

Investments in Trifork Labs

(in EUR k)	Level 1	Level 3	Total
1 January 2018	1,360	13,378	14,738
Acquisitions	—	515	515
Additions from business combinations	—	201	201
Transfers	-1,360	1,360	—
Disposals	—	-5,714	-5,714
Fair value adjustments	—	9,999	9,999
—of which realized	—	2,685	2,685
—of which unrealized	—	7,314	7,314
Exchange differences	—	-54	-54
31 December 2018	—	19,685	19,685
—of which non-current	—	19,685	19,685
Acquisitions	—	4,751	4,751
Disposals	—	-1,335	-1,335
Fair value adjustments	—	9,524	9,524
—of which realized	—	204	204
—of which unrealized	—	9,320	9,320
Dividends received	—	-204	-204
Exchange differences	—	110	110
31 December 2019	—	32,531	32,531
—of which non-current	—	32,531	32,531
Acquisitions	—	2,953	2,953
Transfers	144	-144	—
Disposals	—	-1,050	-1,050
Fair value adjustments	87	41,172	41,259
—of which realized	—	-399	-399
—of which unrealized	87	41,571	41,658
Exchange differences	5	163	168
31 December 2019	236	75,625	75,861
—of which non-current	236	19,519	19,755
—of which current	—	56,106	56,106

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.

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 and updated business plans leading to a new valuation.

The fair value of Level 3 investments is derived from DCF-valuation models or recent transactions (new capital investments by third parties).

On 17 December 2020, Trifork Labs ApS signed a term sheet for the sale of its entire investment in Humio Ltd. According to this term sheet the Labs investment in Humio Ltd. is valued at EUR k 56,106 (see Note 8.5), which led to an unrealized fair value adjustment of EUR k 37,846. A potential escrow receivable of

EUR k 1,489 is not recognized as fair value adjustment as the Group has not sufficient information to assess the recoverability. The investment as been reclassified as current.

As of 21 September 2020, one of Trifork's Labs investments was listed on the Nasdaq First North Premier and the fair value of EUR k 144 was reclassified from Level 3 to Level 1.

In 2019, Trifork Group disposed a 5% ownership interest in Programmable Infrastructure Solutions AG following a change in strategy, which led to the deconsolidation of the company in the Trifork segment and the recognition of the remaining 46% stake at fair value of EUR k 3,653 as an acquisition of a Trifork Labs investment (refer to Note 4.2).

In 2018 Trifork transferred a financial asset measured at fair value from Level 1 to Level 3 as the stock exchange listing for these equity instruments was suspended.

! Significant accounting estimates and assumptions

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.

NOTE 6.1

Trade receivables and contract assets

(in EUR k)	2020	2019	2018
Trade receivables—third parties	25,065	19,991	18,396
Trade receivables—related parties	468	505	—
Expected credit loss allowance	–307	–260	–302
Total trade receivables	25,226	20,236	18,094

The net change in 2020 of EUR m 5.0 is primarily derived from acquisitions. The net change in 2019 of EUR m 2.1 is primarily derived from activity growth.

Estimates on expected credit losses have been updated in 2020 due to potential impacts of the Covid-19 pandemic. 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.

(in EUR k)	2020			2019			2018		
	Gross carrying amount	Expected credit loss allowance	Total	Gross carrying amount	Expected credit loss allowance	Total	Gross carrying amount	Expected credit loss allowance	Total
Trade receivables									
Not due	17,319	–40	17,279	14,666	–15	14,651	11,121	–11	11,110
Due < 30 days	6,046	–28	6,018	4,337	–21	4,316	4,909	–25	4,884
Due 30 – 90 days	1,378	–54	1,324	1,193	–71	1,122	1,472	–74	1,398
Due > 90 days	790	–185	605	300	–153	147	894	–192	702
Total trade receivables	25,533	–307	25,226	20,496	–260	20,236	18,396	–302	18,094
Contract assets	2,112	–5	2,107	2,188	–2	2,186	2,593	–3	2,590
Total	27,645	–312	27,333	22,684	–262	22,422	20,989	–305	20,684

(in EUR k)	2020	2019	2018
1 January	–262	–305	–513
Incorporation of expected credit loss-model	—	—	–55
Addition	–169	–156	–179
Utilisation	58	4	419
Reversal	57	190	20
Exchange differences	4	5	3
31 December	–312	–262	–305

§ Accounting policy

Refer to accounting policy in Note 7.2.

NOTE 6.2**Other current liabilities**

(in EUR k)	<u>2020</u>	<u>2019</u>	<u>2018</u>
Liabilities to government authorities (VAT, social security, etc.)	8,099	2,624	2,374
Other liabilities	2,940	2,381	1,689
Accrued personnel expenses	4,749	4,569	4,343
Total	<u>15,788</u>	<u>9,574</u>	<u>8,406</u>

The increase in liabilities to government authorities comes from the Covid-19 support in Denmark. The government authorities have extended their payment terms.

NOTE 6.3**Leasing (disclosures according to IAS 17 for 2018)****Operating lease arrangements**

(in EUR k)	<u>2018</u>
< 1 year	2,492
1 – 5 years	4,647
> 5 years	66
Total	<u>7,205</u>

Finance lease commitments

2018 (in EUR k)	<u>Leasehold improvements</u>	<u>Other equipment, fixtures and fittings</u>	<u>Total</u>
< 1 year	19	979	998
1 – 5 years	54	905	959
Total minimum lease payments	<u>73</u>	<u>1,884</u>	<u>1,957</u>
Discounted interests	–9	–95	–104
Present value of minimum lease payments	<u>64</u>	<u>1,789</u>	<u>1,853</u>

The carrying amount of property, plant and equipment subject to finance lease is disclosed in Note 4.8.

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.

NOTE 7.1

Shareholders' equity

A. Number of shares (CHF 0.1 nominal value, issued and fully paid-in)

	2020	2019	2018
Issued shares as per 31 December	18,637,230	18,637,230	18,537,230
Treasury shares	-31,093	-144,462	-123,485
Outstanding shares as per 31 December	18,606,137	18,492,768	18,413,745

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 by an amount not exceeding CHF k 146 (EUR k 134) through the issue of up to 1,462,770 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 20 December 2019 the Board of Directors increased share capital from authorized share capital in an amount of EUR k 9 (100,000 shares). A premium of EUR k 871 was allocated to the retained earnings.

The available authorized capital as of 31 December 2020 amounts to CHF k 136 (EUR k 125). This equates to 1,362,770 registered shares.

C. Conditional capital

The extraordinary General Meeting of 19 December 2019 authorized conditional capital of CHF k 50 (EUR k 46) by issuing a maximum of 500,000 registered shares with a par value of CHF 0.10 (EUR 0.09) each, to be fully paid up, excluding shareholders. subscription rights.

D. Dividend

The Annual General Meeting of 16 April 2020 approved a dividend of EUR 0.05 per registered share to be paid from the Company's capital contribution reserve, included in the retained earnings of the consolidated financial statements. The dividend of EUR k 905 was paid out on 21 April 2020. As per 31 December 2020 the capital contribution reserve of Trifork Holding AG amounts to EUR k 10.

The Board of Directors will submit a proposal to the Annual General Meeting of Trifork Holding AG on 29 April 2021 to pay a dividend for the reporting period of 0.58 per registered share.

Dividends per share paid in 2020 amounted to EUR 0.05 per share (2019: EUR 0.11 per share, 2018: EUR 0.13 per share).

	<u>Number of shares</u>	<u>Average price</u>	<u>Total amount (in EUR k)</u>
1 January 2018	464,433	3.48	1,617
Acquisitions	269,615	5.61	1,513
Disposals	-207,175	6.32	-1,309
Acquisition of Group companies	-403,388	6.17	-2,489
Result from transactions with treasury shares transferred to retained earnings			1,316
Exchange differences			86
31 December 2018	123,485	5.94	733
Acquisitions	240,696	6.94	1,671
Capital increase	100,000	8.80	880
Disposals	-70,265	7.49	-526
Acquisition of non-controlling interests	-249,454	8.59	-2,143
Result from transactions with treasury shares transferred to retained earnings			578
Exchange differences			57
31 December 2019	144,462	8.65	1,250
Acquisitions	581,524	12.55	7,299
Disposals	-459,586	11.95	-5,477
Acquisition of Group companies	-235,307	11.80	-2,776
Result from transactions with treasury shares transferred to retained earnings			228
31 December 2020	31,093	16.84	524

§ 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

<u>(in EUR k)</u>	<u>2020</u>	<u>2019</u>	<u>2018</u>
Other financial assets	4,296	3,387	2,244
Trade receivables	25,226	20,236	18,094
Other current receivables	559	1,202	287
Cash and cash equivalent	17,957	5,952	9,687
Total—at amortized cost⁽¹⁾	48,038	30,777	30,312
Investments in Trifork Labs—at fair value through profit or loss (Level 1 and 3, see Note 5.1)	75,861	32,531	19,685
Total financial assets	123,899	63,308	49,997

(1) The fair value of short-term financial assets at amortized costs approximate their carrying amounts.

Financial liabilities

(in EUR k)	2020	2019	2018
Redemption amount of put-options	24,240	4,089	7,903
Borrowings from financial institutions	55,350	20,166	21,318
Lease liabilities	21,851	15,288	1,853
Trade payables	4,754	5,774	3,650
Others	357	473	450
Total—at amortized cost⁽²⁾	106,552	45,790	35,174
Contingent consideration liabilities—at fair value through profit and loss (Level 3)	5,378	949	333
Total financial liabilities	111,930	46,739	35,507

(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 amount based on the performance of the underlying company.

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 and derivatives 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 EUR k)	2020	2019	2018
Borrowings from financial institutions	55,350	20,166	21,318
Lease liabilities	21,851	15,288	1,853
Others	357	473	450
Financial liabilities related to financing activities	77,558	35,927	23,621
Contingent considerations	5,378	949	333
Redemption amount of put-options	24,240	4,089	7,903
Financial liabilities related to business combination and acquisition of non-controlling interests	29,618	5,038	8,236
Total financial liabilities, as presented in the statement of financial position	107,176	40,965	31,857
—of which non-current	66,879	25,988	20,513
—of which current	40,297	14,977	11,344

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.

Changes in liabilities arising from financing activities

(in EUR k)	Current borrowings from financial institutions and others	Current lease liabilities	Non-current borrowings from financial institutions and others	Non-current lease liabilities	Total
1 January 2018	7,321	657	10,638	1,360	19,976
Cash flows (net)	190	–885	3,441	—	2,746
New leases	—	—	—	727	727
Reclassifications	2,783	1,167	–2,783	–1,167	—
Exchange differences	65	—	112	–5	172
31 December 2018	10,359	939	11,408	915	23,621
Initial application of new lease standard	—	2,798	—	11,744	14,542
Cash flows (net)	–2,480	–3,674	1,204	—	–4,950
New leases	—	1,157	—	6,186	7,343
Cancellation of lease contracts	—	–430	—	–2,885	–3,315
Disposal of Group companies	—	–258	—	–1,323	–1,581
Reclassifications	3,099	3,124	–3,099	–3,124	—
Exchange differences	334	9	–186	110	267
31 December 2019	11,312	3,665	9,327	11,623	35,927
Cash flows (net)	591	–3,926	34,444	—	31,109
New leases	—	251	—	10,211	10,462
New leases from business combinations	—	162	—	1,959	2,121
Cancellation of lease contracts	—	–232	—	–1,550	–1,782
Reclassifications	22,548	4,587	–22,548	–4,587	—
Exchange differences	97	85	–65	–397	–280
31 December 2020	34,548	4,592	21,158	17,259	77,557

§ Accounting policy

Refer to accounting policy in Note 7.2.

NOTE 7.4**Guarantees and pledged assets**

Trifork Holding AG issued a guarantee in favor of a financial institution to cover the interest-bearing liabilities of a non-consolidated Labs investment of EUR k 500 as per 31 December 2019 (2018: EUR k none). This guarantee was cancelled in 2020.

To secure interest-bearing liabilities of EUR k 32,256 (2019/2018: EUR k 0) the Group has pledged the shares held in Nine A/S until full repayment of the liabilities.

To secure interest-bearing liabilities of EUR k 3,360 (2019: EUR k 3,347 / 2018: EUR k 3,348) the Group has entered into negative pledge agreements for the shares held in Trifork A/S, Trifork GmbH, Trifork B.V and Trifork Ltd. Until full repayment of the loan. No repayment is required until an IPO-event of Trifork Holding AG.

To secure interest-bearing liabilities of EUR k 7,563 (2019: EUR k 7,746 / 2018: EUR k 8,854) the Group has entered into negative pledge agreements for the shares held in Netic A/S and for the assets in Testhuset A/S, 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. On a monthly basis, 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 payables in other currencies than the functional currency and the respective risk is not considered significant.

At all times the Group monitors the net exposure to different currencies other than EUR, which is the reporting currency of 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 2020, 2019 and 2018 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 EUR k -374 (2019: EUR k -142 / 2018: EUR k -116)). A similar decrease in interest rates would result in a corresponding positive impact.

EQUITY PRICE RISK

is exposed to equity price risks of the individual investments. Changes in valuations can have a significant 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 predictive 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 44.9% in 2020. If the value of the 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 be EUR k 14,616 in 2020 (2019: 16.1%, EUR k 5,230, 2018: -8.6%, EUR k -1,762).

On actual terms, Trifork Group fair value gains for the investments in Trifork Labs in 2020 of EUR k 41,259 (2019: EUR k 9,524 / 2018: EUR k 9,999).

The maximum amounts at risk for Trifork Labs is the total investment.

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 EUR k 1,099 (maximal contractual payments vs. carrying amount).

(in EUR k)	Carrying amount	Contractual payments	< 1 year	1- 5 years	> 5 years
2020					
Redemption amount of put-options	24,240	24,328	—	24,328	—
Contingent consideration liabilities	5,378	5,378	1,156	4,222	—
Borrowings from financial institutions	55,350	57,015	35,269	21,738	8
Lease liabilities	21,851	23,273	5,035	15,378	2,860
Trade payables	4,754	4,754	4,754	—	—
Others	357	382	55	221	106
Total financial liabilities	111,930	115,130	46,269	65,887	2,974
2019					
Redemption amount of put-options	4,089	4,233	—	4,233	—
Contingent consideration liabilities	949	949	—	949	—
Borrowings from financial institutions	20,166	20,841	11,432	9,409	—
Lease liabilities	15,288	16,121	3,984	11,149	988
Trade payables	5,774	5,774	5,774	—	—
Others	473	507	123	221	163
Total financial liabilities	46,739	48,425	21,313	25,961	1,151
2018					
Redemption amount of put-options	7,903	8,384	—	8,384	—
Contingent consideration liabilities	333	344	—	344	—
Borrowings from financial institutions	21,318	22,238	10,655	11,583	—
Lease liabilities	1,853	1,956	998	958	—
Trade payables	3,650	3,650	3,650	—	—
Others	450	493	55	221	217
Total financial liabilities	35,507	37,065	15,358	21,490	217

The liquidity situation breaks down as follows as of the reporting date:

(in EUR k)	2020	2019	2018
Cash and cash equivalents	17,957	5,952	9,687
Committed credit lines	55,634	22,079	21,626
Borrowings from financial institutions	-55,350	-20,166	-21,318
Total	18,241	7,865	9,995

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.

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 2020 (2019/2018: 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 2018 to 2020.

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 EUR k)	2020	2019	2018
Equity attributable to the shareholders of Trifork Holding AG	80,494	55,757	42,368
Total assets	229,109	122,065	96,270
Equity ratio	35.1%	45.7%	44.0%

Further, Management reviews also financial gearing for capital management. Financial gearing expresses to Group's financial leverage. Gearing ratios as of 31 December are:

(EUR k)	2020	2019	2018
Borrowings from financial institutions	55,350	20,166	21,318
Cash and cash equivalents	-17,957	-5,952	-9,687
Net debt	37,393	14,214	11,631
Shareholders' equity	83,196	57,334	44,336
Financial gearing ratio	0.45x	0.25x	0.26x

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.

NOTE 8.1

Related parties

Business relationships exist between Trifork Holding AG and its subsidiaries as well as members of the Board of Directors and 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 GmbH 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.

Compensation of the Board of Directors and Executive Management

(in EUR k)	<u>2020</u>	<u>2019</u>	<u>2018</u>
Board of Directors			
Short-term benefits (fixed fee—cash)	171	250	158
Executive Management			
Short-term benefits (base compensation—cash)	1,066	785	750
Short-term benefits (variable compensation—cash)	1,460	374	373
Short-term benefits (social security contributions—cash)	203	70	55
Post-employment benefits (pension plans)	110	91	51
Total Executive Management	<u>2,839</u>	<u>1,320</u>	<u>1,229</u>
Total	<u>3,011</u>	<u>1,570</u>	<u>1,387</u>

Transactions with related parties

(in EUR k)	<u>Amounts owed by related parties</u>	<u>Services provided to related parties</u>	<u>Services received from related parties</u>	<u>Leases from related parties</u>	<u>Shares in investments sold to related parties</u>
2020					
Associated companies	359	162	10	—	—
Investments in Trifork Labs . .	2,454	1,440	234	—	650
Board of Directors	—	—	1	—	—
Executive Management	—	23	—	106	—
Total	<u>2,813</u>	<u>1,625</u>	<u>245</u>	<u>106</u>	<u>650</u>
2019					
Associated companies	225	454	63	—	—
Investments in Trifork Labs . .	2,009	1,188	133	—	400
Executive Management	—	10	27	257	—
Total	<u>2,234</u>	<u>1,652</u>	<u>223</u>	<u>257</u>	<u>400</u>
2020					
Associated companies	36	157	324	—	—
Investments in Trifork Labs . .	1,400	639	20	—	—
Executive Management	—	—	—	351	—
Total	<u>1,436</u>	<u>796</u>	<u>344</u>	<u>351</u>	<u>—</u>

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

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 late 2019, the Group acquired the remaining non-controlling interest (49%) of Invokers A/S, Copenhagen (DK).

(in EUR k)	<u>Netic A/S</u>	<u>Testhuset A/S</u>	<u>Nine A/S</u>
2020			
Non-controlling interests ⁽¹⁾	12.0%	30.0%	30.0%
Share of net income	203	-31	368
Share of shareholders' equity ⁽²⁾	1,072	300	4,294

(in EUR k)	<u>Netic A/S</u>	<u>Testhuset A/S</u>	<u>Trifork Smart Enterprise A/S</u>
2019			
Non-controlling interests ⁽¹⁾	12.0%	30.0%	n/a
Share of net income	148	-50	267
Share of shareholders' equity	1,058	329	—
2018			
Non-controlling interests ⁽¹⁾	12.0%	30.0%	49.0%
Share of net income	199	-19	94
Share of shareholders' equity	971	341	708

(1) Voting rights equal capital share.

(2) Non-controlling interests are subject to put-options, amount represents accumulated non-controlling interests prior to derecognition.

Condensed financial information of the respective companies, including goodwill and fair value adjustments recognized on acquisition of the Group companies, but before elimination of intercompany transactions:

(in EUR k)	<u>Netic A/S</u>	<u>Testhuset A/S</u>	<u>Nine A/S</u>
2020			
Income statement			02/09 – 31/12
Revenue	22,690	7,566	9,319
Net income	1,688	-102	1,225
Total comprehensive income	1,691	-102	1,228
Statement of financial position			
Current assets	7,421	1,961	9,907
Non-current assets	18,019	5,115	39,274
Total assets	25,440	7,076	49,181
Current liabilities	5,764	1,116	4,854
Non-current liabilities	4,995	906	5,738
Total liabilities	10,759	2,022	10,592
Net assets	14,681	5,054	38,589
Cash flow statement			02/09 – 31/12
Cash flow from operating activities	6,462	1,081	-1,182
Change in cash and cash equivalents	3,522	805	-1,352
Dividends paid to non-controlling interests	-193	—	—

(in EUR k)	<u>Netic A/S</u>	<u>Testhuset A/S</u>	<u>Trifork Smart Enterprise A/S</u>
2019			
Income statement			01/01 – 31/10
Revenue	18,284	7,430	6,074
Net income	1,237	–166	544
Total comprehensive income	<u>1,237</u>	<u>–166</u>	<u>544</u>
Statement of financial position			
Current assets	5,713	1,467	—
Non-current assets	19,883	5,237	—
Total assets	<u>25,596</u>	<u>6,704</u>	<u>—</u>
Current liabilities	6,217	1,189	—
Non-current liabilities	4,836	379	—
Total liabilities	<u>11,053</u>	<u>1,568</u>	<u>—</u>
Net assets	<u>14,543</u>	<u>5,136</u>	<u>—</u>
Cash flow statement			01/01 – 31/10
Cash flow from operating activities	1,842	–62	1,247
Change in cash and cash equivalents	–1,333	–418	–166
Dividends paid to non-controlling interests	–201	–80	–197

(in EUR k)	<u>Netic A/S</u>	<u>Testhuset A/S</u>	<u>Trifork Smart Enterprise A/S</u>
2018			
Income statement		01/06 – 31/12	01/09 – 31/12
Revenue	16,751	4,480	2,171
Net income	1,660	–64	191
Total comprehensive income	<u>1,657</u>	<u>64</u>	<u>191</u>
Statement of financial position			
Current assets	4,003	1,859	1,928
Non-current assets	16,761	4,886	1,898
Total assets	<u>20,764</u>	<u>6,745</u>	<u>3,826</u>
Current liabilities	3,279	1,075	1,021
Non-current liabilities	2,501	99	114
Total liabilities	<u>5,780</u>	<u>1,174</u>	<u>1,135</u>
Net assets	<u>14,984</u>	<u>5,571</u>	<u>2,691</u>
Cash flow statement		01/06 – 31/12	01/09 – 31/12
Cash flow from operating activities	3,272	286	–269
Change in cash and cash equivalents	224	172	–277
Dividends paid to non-controlling interests	–97	—	—

Other non-controlling interests are individually not material.

NOTE 8.3

Government grants

(in EUR k)	<u>2020</u>	<u>2019</u>	<u>2018</u>
R&D—WBSO (NL)	389	355	335
R&D expenditure credit (UK)	211	288	301
Covid-19 related grants	175	—	—
Total government grants	<u>775</u>	<u>643</u>	<u>636</u>

Recognized in the income statement as:

(in EUR k)	<u>2020</u>	<u>2019</u>	<u>2018</u>
Personnel costs	564	355	335
Other operating income	211	288	301
Total government grants	<u>775</u>	<u>643</u>	<u>636</u>

NOTE 8.4

Fees to independent Group auditor

(in EUR k)	2020	2019	2018
Statutory audit	272	266	276
Audit related engagements	88	8	10
Total audit-related services	360	274	286
Tax consultancy	25	30	9
Other services	397	—	—
Total non-audit services	422	30	9
Total fees to independent Group auditor	782	304	295

NOTE 8.5

Events after the balance sheet date

On 18 February 2021, Trifork Labs ApS signed a share purchase agreement selling its entire investment in Humio Ltd. According to this agreement the Labs investment in Humio Ltd. is valued at EUR k 56,106.

The 2020 consolidated financial statements were approved and released for publication by the Board of Directors on 15 March 2021. The consolidated financial statements are subject to approval by the Annual General Meeting scheduled for 29 April 2021.

NOTE 8.6

Trifork Group companies

Company ⁽¹⁾	Registered office	Activity	Share capital in local currency	Capital share / voting rights in %		
				2020	2019	2018
Trifork A/S	Aarhus, Denmark	•□×	DKK18,000,000	100%	100%	100%
Trifork Public A/S	Aarhus, Denmark	•□	DKK 737,000	100%	100%	100%
Netic A/S	Aalborg, Denmark	•□	DKK 500,000	88%	88%	88%
Testhuset A/S	Ballerup, Denmark	•□	DKK 509,259	70%	70%	—
Trifork Smart Enterprise A/S ⁽²⁾	Copenhagen, Denmark	•□	DKK 500,000	100%	100%	51%
Trifork Smart Enterprise SL ⁽³⁾	Barcelona, Spain	•	EUR 3,000	100%	100%	n/a
SAPBASIS ApS	Ballerup, Denmark	•□	EUR 81,000	50%	—	—
Trifork Smart Device ApS	Aarhus, Denmark	•□	EUR 158,335	70%	—	—
Nine A/S	Copenhagen, Denmark	•□	DKK 500,000	70%	—	—
Dawn Health ApS ⁽⁴⁾	Copenhagen, Denmark	•□	DKK 400,000	51%	51%	51%
Trifork GmbH	Schindellegi, Switzerland	□×	CHF 920,000	100%	100%	100%
Trifork Academy Inc.	San Francisco, USA	×	USD 3	100%	100%	100%
Trifork Ltd	London, United Kingdom	×	GBP 1	100%	100%	100%
Open Credo Ltd.	London, United Kingdom	•□	GBP 1,522	100%	100%	100%
Code Node Space & Events Ltd.	London, United Kingdom	◇	GBP 100	100%	100%	51%
The Perfect App Ltd.	London, United Kingdom	•	GBP 10,000	100%	100%	100%
Trifork B.V.	Amsterdam, Netherlands	•□	EUR 18,000	100%	100%	100%
Trifork Eindhoven B.V.	Eindhoven, Netherlands	•□	EUR 1,000	100%	100%	100%
Trifork Germany GmbH	Berlin, Germany	×	EUR 25,000	100%	100%	100%
Erlang Solutions Ltd.	London, United Kingdom	•□	GBP 103,218	51%	51%	51%
Erlang Solutions AB	Stockholm, Sweden	•□	SEK 100,000	51%	51%	51%
Erlang Solutions Inc.	Newcastle, USA	•□	USD 100	51%	51%	51%
Erlang Solutions SP. Z O.O.	Krakow, Poland	•	PLN 5,000	51%	51%	51%
Erlang Solutions Hungary Kft.	Budapest, Hungary	•	EUR 15,000	51%	51%	51%
Duckwise ApS	Aarhus, Denmark	•□	DKK 163,265	75%	75%	75%
Trifork Academy and Software						
Solutions SL ⁽⁵⁾	Palma, Spain	•	EUR 3,000	100%	100%	100%
Trifork Labs AG⁽⁶⁾	Schindellegi, Switzerland	†	CHF 100,000	100%	100%	75%
Trifork Labs ApS	Aarhus, Denmark	†	DKK 367,647	100%	100%	100%
Trifork Learning Solutions B.V.	Amsterdam, Netherlands	•	EUR 18,000	—	—	95%
Programmable Infrastructure						
Solutions AG ⁽⁷⁾	Schindellegi, Switzerland	†	CHF 150,000	24%	46%	51%

Company ⁽¹⁾	Registered office	Activity	Share capital in local currency		Capital share / voting rights in %		
					2020	2019	2018
Container Solutions B.V.	Amsterdam, Netherlands	•□	EUR	1,000	—	—	51%
Container Solutions AG	Schindellegi, Switzerland	•□	CHF	100,000	—	—	51%
Container Solutions Software Ltd. .	London, United Kingdom	•□	GBP	1,000	—	—	51%
Container Solutions Canada Ltd. . .	Montreal, Canada	•□	CDN	50,000	—	—	51%
Container Solutions CS GmbH . . .	Berlin, Germany	•□	EUR	25,000	—	—	51%
Container Solutions Labs Ltd. . . .	Edinburgh, United Kingdom	•□	GBP	73	—	—	51%

• Software development □ Sales ◇ Service company × Academy † Subholding company

(1) List includes active companies only

(2) Renamed from Invokers A/S 20 2020

(3) Incorporated in 2019 / renamed from Invokers Smart Enterprise SL in 2020

(4) Renamed from Trifork eHealth ApS in 2020

(5) Incorporated in 2019

(6) Renamed from Duckwise AG in 2019

(7) Decrease of shareholding to 46% led to loss of control and deconsolidation, refer to Note 4.2

Bold—Directly held by the Company / Regular—Indirectly held subsidiaries

ANNEX A—APPLICATION FORM

Application form (only one form per custody account)

Offering of 7,105,880 Offer Shares (excluding the Option Shares) of CHF 0.10 nominal value each

Application for subscription or purchase of Offer Shares in Trifork Holding AG, company registration no. CHE-474.101.854

Selling agents: Danske Bank A/S
Company reg. no. 61 12 62 28
Holmens Kanal 2-12
DK-1092 Copenhagen K
Denmark

Joint Global Coordinators: Carnegie Investment Bank, filial af Carnegie Investment Bank AB (publ), Sverige, Credit Suisse AG and Danske Bank A/S

Offer Period: From 17 May 2021 to 31 May 2021 at 2:00 p.m. (CEST) unless the Offering is closed earlier in whole or in part. The Offer Period for order applications up to and including DKK 3 million may be closed before the remainder of the Offering. The Offering will not be closed before 26 May 2021 at 00:01 a.m. (CEST).

Offer Price: DKK 150 per Offer Share

ISIN: Permanent ISIN for the Shares: CH1111227810
Temporary ISIN for the Temporary Purchase Certificates: CH1113156488

The Offering Circular dated 17 May 2021 includes, *inter alia*, the Articles of Association of Trifork Holding AG, the Unaudited Consolidated Interim Financial Statements, the Audited Consolidated Financial Statements as well as the terms and conditions for the subscription for or purchase of Offer Shares.

For binding orders up to and including DKK 3 million, the application form is submitted to the subscriber's or purchaser's own account-holding institution duly filled in and signed.

The application form shall be submitted within an appropriate amount of time for the account-holding institution to process and forward the application form so that the application reaches Danske Bank no later than 31 May 2021 at 2:00 p.m. (CEST) or at such earlier time as the Offering may be closed in whole or in part.

Expressions of interest to subscribe for or purchase Offer Shares for more than DKK 3 million can be submitted to one of the Joint Global Coordinators, e.g., by using this application form.

On the terms and conditions stated in the Offering Circular dated 17 May 2021, including in “*Risk Factors*” and “*Selling Restrictions*”, I/we hereby submit an order application for the subscription or purchase of Offer Shares in Trifork Holding AG and simultaneously declare to have received a copy of the Offering Circular; and that I/we have solely based my/our investment decision on the contents of the Offering Circular. Only one application form per custody account with VP SECURITIES A/S (VP) will be accepted.

Application submitted as a binding application (for orders up to and including DKK 3 million)

I/we accept that the Joint Global Coordinators may demand information about my/our name(s), address(es) and application and are entitled to pass on such information to the Selling Shareholders, Trifork Holding AG and the Joint Global Coordinators. I/we undertake to pay the equivalent of the Offer Shares allocated at the Offer Price.

Field (1) or (2) should be completed

(1) For DKK	(2) Number of Offer Shares

Expression of interest submitted pursuant to the book-building process (for orders above DKK 3 million)

I/we accept that the application form and information about my/our name(s) and address(es) are entitled to be passed on to the Selling Shareholders, Trifork Holding AG and the Joint Global Coordinators. I/we accept that I/we during the Offer Period can amend or revoke this expression of interest but that this expression of interest will automatically be converted into a binding subscription and purchase order upon expiry of the Offer Period.

Field (1) or (2) should be completed

(1) For DKK	(2) Number of Offer Shares

If the aggregate applications to subscribe/purchase and expressions of interest exceed the total number of Offer Shares, a reduction will be completed as further described in the Offering Circular. See “*The Offering—Allocation and Reduction*”. Neither the submission of application orders nor the submission of expressions of interest entitles one to any Offer Shares. Settlement of the Offering will be effected by way of registration of Temporary Purchase Certificates representing the allocated number of Offer Shares on your custody account with VP SECURITIES A/S (VP) against payment in DKK, which is expected to take place on or before 3 June 2021.

Information and signature

Name: VP custody account no.:

Address: Settlement account no.:

Postal code and city: Custodian bank:

Telephone:

Date:

This application form was submitted to (to be completed by account-holding institution):

Reg. no.:

Participant ID no. (CD-ident.):

Date:

Tel.:

Signature

Company stamp and signature

Notice on personal data

Those who participate in the Offering will provide personal data to Carnegie Investment Bank, filial af Carnegie Investment Bank AB (publ), Sverige, Credit Suisse AG and Danske Bank A/S. Personal data provided to Carnegie Investment Bank, filial af Carnegie Investment Bank AB (publ), Sverige, Credit Suisse AG and Danske Bank A/S will be processed in data systems to the extent required to provide services and administer matters in Carnegie Investment Bank, filial af Carnegie Investment Bank AB (publ), Sverige, Credit Suisse AG and Danske Bank A/S, respectively. Personal data obtained from a party other than the customer to whom the processing relates may also be processed. Personal data may also be processed in data systems at companies and organizations with which Carnegie Investment Bank, filial af Carnegie Investment Bank AB (publ), Sverige, Credit Suisse AG or Danske Bank A/S cooperate. Information regarding the processing of personal data is provided by Carnegie Investment Bank, filial af Carnegie Investment Bank AB (publ), Sverige, Credit Suisse AG and Danske Bank A/S, respectively, each of which also accept requests for correction of personal data. Personal data may be obtained by Carnegie Investment Bank, filial af Carnegie Investment Bank AB (publ), Sverige, Credit Suisse AG and Danske Bank A/S in connection with settlement of the Offering in the systems of VP Securities A/S. For detailed information about Carnegie Investment Bank, filial af Carnegie Investment Bank AB (publ), Sverige's handling of personal information, see www.carnegie.dk, for detailed information about Credit Suisse AG's handling of personal information, see www.credit-suisse.com/ch and for detailed information about Danske Bank A/S's handling of personal information, see www.danskebank.dk.

ANNEX B—ORDREBLANKET

Ordreblanket (Kun én blanket pr. depot)

Udbud af 7.105.880 Udbudte Aktier (eksklusive
Overallokeringsaktierne) à nom. CHF 0,1

Ordre om tegning eller køb af Udbudte Aktier i Trifork Holding AG, virksomhedsregistreringsnummer
CHE-474.101.854

Salgssteder: Danske Bank A/S
(CVR nr. 61 12 62 28)
Holmens Kanal 2-12
DK-1092 Copenhagen K
Denmark

Joint Global Coordinators: Carnegie Investment Bank, filial af Carnegie Investment Bank AB (publ),
Sverige, Credit Suisse AG og Danske Bank A/S

Udbudsperiode: Fra 17. maj 2021 til 31. maj 2021 kl. 14:00 dansk tid, medmindre Udbuddet
helt eller delvist lukkes tidligere. Udbudsperioden for ordrer op til og med
DKK 3 mio. kan lukkes før resten af Udbuddet. Udbuddet vil tidligst blive
lukket 26 Maj 2021 kl. 00:01 dansk tid.

Udbudskurs: DKK 150 pr. Udbudt Aktie

ISIN: Permanent ISIN for Aktierne: CH1111227810
Midlertidig ISIN for de Midlertidige Aktiebeviser: CH1113156488

Prospektet dateret 17. maj 2021 indeholder blandt andet Vedtægterne for Trifork Holding AG, det
Sammendragne Konsoliderede Delårsregnskab det Reviderede Konsoliderede Årsregnskab samt vilkårene for
tegning eller køb af Udbudte Aktier.

**For bindende ordrer til og med DKK 3 mio. indleveres ordreblanketten til ordregivers eget kontoførende
institut i udfyldt og underskrevet stand.**

Ordreblanketten skal indleveres i så god tid, at det kontoførende institut har mulighed for at behandle og
videresende ordren, således at den er Danske Bank, i hænde senest den 31. maj 2021 kl. 14:00 dansk tid eller et
sådan tidligere tidspunkt, hvor Udbuddet måtte blive lukket helt eller delvist.

Interesstillkendigelser om at tegne eller købe Udbudte Aktier på mere end DKK 3 mio. skal afgives til en af
Emissionsbankerne evt. ved brug af denne ordreblanket.

På vilkår som anført i det Engelsksprogede Prospekt dateret den 17. maj, herunder afsnittene “*Risk Factors*” og
“*Selling Restrictions*”, afgiver jeg/vi hermed ordre om tegning af Udbudte Aktier i Trifork Holding AG og
bekræfter samtidig at have fået udleveret et eksemplar af det Engelsksprogede Prospekt, og at jeg/vi alene har
baseret min/vores investeringsbeslutning på indholdet af det Engelsksprogede Prospekt. Der kan kun afgives én
ordreblanket pr. depot hos VP SECURITIES A/S (VP).

Ordre afgivet som bindende ordre (for ordrebeløb til og med DKK 3 mio.)

Jeg/vi accepterer, at Emissionsbankerne kan kræve oplysninger om mit/vort navn, adresse og ordre, og er
berettiget til at videregive denne information til de Sælgende Aktionærer, Trifork Holding AG og
Emissionsbankerne. Jeg/vi forpligter mig/os hermed til at betale modværdien af tildelte Udbudte Aktier til
den fastsatte udbudskurs.

Felt 1) eller 2) skal udfyldes

(1) For kroner (DKK):	(2) Antal Udbudte Aktier (stk.)

Interesstillkendegivelse afgivet efter bookbuilding-metoden (for ordrebælb større end DKK 3 mio.)

Jeg/vi accepterer, at ordrebælbkett samt oplysninger om mit/vores navn og adresse videregives til de Sælgende Aktionærer, Trifork Holding AG og Emissionsbankerne. Jeg/vi accepterer, at jeg/vi i Udbudsperioden kan ændre eller tilbagekalde interesstillkendegivelsen, men at denne automatisk bliver til en bindende ordre ved lukning af Udbuddet.

Felt 1) eller 2) skal udfyldes

(1) For kroner (DKK):	(2) Antal Udbudte Aktier (stk.)

Overstiger de samlede ordrer og interesstillkendegivelser det samlede antal Udbudte Aktier, vil der ske reduktion som anført i det Engelsksprogede Prospekt, jf. afsnittet “*The Offering—Allocation and Reduction*”. Afgivelse af ordrer eller interesstillkendegivelser berettiger ikke til tildeling af Udbudte Aktier. Afvikling af Udbuddet sker ved registrering af Midlertidige Aktiebeviser repræsenterende det antal tildelte Udbudte Aktier på Deres depot i VP SECURITIES A/S (VP) mod kontant betaling i DKK, hvilket forventes at finde sted senest 3. juni 2021.

Oplysninger og underskrift

Navn:

VP-depotnr.:

Adresse:

Kontonr. til afregning.:

Postnr. og by:

Kontoførende institut:

Telefon:

Dato:

*Ordren er indleveret hos (udfyldes af kontoførende institut):**Reg.nr.:**CD-ident:**Dato:**Telefon:**Underskrift**Firmastempel og underskrift*

Information vedrørende personoplysninger

Deltagerne i Udbuddet vil skulle afgive personoplysninger til Carnegie Investment Bank, filial af Carnegie Investment Bank AB (publ), Sverige, Credit Suisse AG og Danske Bank A/S. Når personoplysningerne er afgivet til Carnegie Investment Bank, filial af Carnegie Investment Bank AB (publ), Sverige, Credit Suisse AG og Danske Bank A/S, behandles de i datasystemer, i det omfang det er nødvendigt for at levere ydelser og varetage administrative opgaver i hhv. Carnegie Investment Bank, filial af Carnegie Investment Bank AB (publ), Sverige, Credit Suisse AG og Danske Bank A/S. Der kan også ske behandling af personoplysninger indhentet fra en anden part end den kunde, som behandlingen vedrører. Endvidere kan der ske behandling af personoplysninger i datasystemer hos selskaber og organisationer, som Carnegie Investment Bank, filial af Carnegie Investment Bank AB (publ), Sverige, Credit Suisse AG eller Danske Bank A/S samarbejder med. Oplysninger om behandlingen af personoplysninger kan fås hos hhv. Carnegie Investment Bank, filial af Carnegie Investment Bank AB (publ), Sverige, Credit Suisse AG og Danske Bank A/S, der hver især også besvarer anmodninger om berigtigelse af personoplysninger. Carnegie Investment Bank, filial af Carnegie Investment Bank AB (publ), Sverige, Credit Suisse AG og Danske Bank A/S kan indhente personoplysninger i forbindelse med afregning af Udbuddet i VP Securities A/S' systemer. For nærmere oplysninger om Carnegie Investment Bank, filial af Carnegie Investment Bank AB (publ), Sverige's behandling af personoplysninger, henvises til www.carnegie.dk, for nærmere oplysninger om Credit Suisse AG's behandling af personoplysninger, henvises til www.credit-suisse.com/ch og for nærmere oplysninger om Danske Bank A/S's behandling af personoplysninger henvises til www.danskebank.dk.

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