



31 March 2025
Interim Condensed
Consolidated
Financial Statements
TeamSystem Group



**UNAUDITED INTERIM
CONDENSED
CONSOLIDATED
FINANCIAL STATEMENTS
FOR THE THREE MONTHS
ENDED
31 MARCH 2025**

TABLE OF CONTENTS

**TeamSystem Holdco S.p.A. and its Subsidiaries
TeamSystem Group**

DIRECTORS' REPORT

Results of Operations.....	1
Consolidated Statement of Cash Flows	5
Working Capital.....	6
Capital Expenditure	6
Significant Events during first three months of 2025	7
Significant Subsequent Events.....	8
Ongoing Developments	8
Related Party Transactions	8
Board of Directors, Statutory Auditors and other informations.....	9

**UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL
STATEMENTS FOR THE FIRST THREE MONTHS ENDED 31 MARCH 2025**

Consolidated Statement of Profit or Loss	11
Consolidated Statement of Comprehensive Income	12
Consolidated Statement of Financial Position - Assets.....	13
Consolidated Statement of Financial Position - Equity and Liabilities.....	13
Consolidated Statement of Cash Flows	14
Consolidated Statement of Changes in Equity.....	15
Notes to Interim Consolidated Financial Statements	16

DIRECTORS’ REPORT

► RESULTS OF OPERATIONS

Euro thousand

RECLASSIFIED CONSOLIDATED STATEMENT OF PROFIT AND LOSS ACCOUNT				
	31 Mar 2025	31 Mar 2024	Change	% Change
TOTAL REVENUE	244,160	206,409	37,751	18.3%
COGS	(32,893)	(32,347)	(545)	1.7%
Personnel	(82,416)	(69,615)	(12,801)	18.4%
Personnel like	(10,759)	(8,859)	(1,901)	21.5%
Non Personnel	(28,586)	(22,796)	(5,791)	25.4%
Capitalized development costs	9,872	9,863	10	0.1%
ADJUSTED EBITDA	99,378	82,655	16,723	20.2%
Allowance for bad debts	(1,990)	(1,866)	(124)	6.6%
Depreciation and amortization of non current assets	(64,703)	(59,211)	(5,492)	9.3%
Other provisions for risks and charges	(67)	(118)	51	-43.3%
Impairment of non current assets	0	0	0	0.0%
Non core items	(7,564)	(4,535)	(3,029)	66.8%
OPERATING RESULT	25,055	16,925	8,130	48.0%
Net Finance Income (Cost)	(25,423)	(20,412)	(5,011)	24.5%
PROFIT (LOSS) BEFORE INCOME TAXES	(368)	(3,487)	3,119	-89.4%
Current income tax	(14,938)	(13,081)	(1,857)	14.2%
Deferred income tax	12,803	11,443	1,360	11.9%
PROFIT (LOSS) FOR THE YEAR	(2,503)	(5,125)	2,622	-51.2%
(Profit) Loss - Non controlling interests	(37)	(12)	(26)	222.2%
PROFIT (LOSS) - OWNERS OF THE COMPANY	(2,540)	(5,137)	2,597	-50.5%

□ □ □

31 March 2024 consolidated figures have been redetermined in order to reflect the actuarial valuation of Staff Leaving Indemnity and the new calculation of taxes.

□ □ □

The following comments refer to the changes between the consolidated statement of profit or loss as at 31 March 2025 and the corresponding figures for the period ended 31 March 2024.

The results as at 31 March 2025 are affected by the consolidation of the profit and loss of the following companies (which did not contribute to the 31 March 2024 consolidated profit and loss):

- the business units contributed to TeamSystem 14
- Netfintech (and its subsidiary Change Capital)
- Distrito K Software
- Clementine Group companies
- the business units contributed to TeamSystem 15
- Muscope Cybersecurity
- Alpha Team, consolidated at 31 March 2025 only for two months
- Vicsam, merged by incorporation in TeamSystem S.p.A. during 2025
- Multifatture, consolidated at 31 March 2025 only for balance sheet purposes
- Millesimo, consolidated at 31 March 2025 only for balance sheet purposes

- Brainware, consolidated at 31 March 2025 only for balance sheet purposes
- Infomart
- Kluo
- Team Duemila software
- Horizon Software
- Golden Soft
- Golden Soft Services Assistant Users
- Pentaedro, merged by incorporation in TeamSystem S.p.A. at the end of 2024

All of the previous companies have been acquired / incorporated after 31 March 2024.

Instead, the following companies were contributed to to the 31 March 2024 consolidated profit and loss but not to the 31 March 2025 profit and loss because they were sold during the last quarter of 2024:

- Bellachioma Enterprise
- Rean S.r.l.
- Sistemi IT

□ □ □

In these interim consolidated financial statements, the following performance indicator is used, with particular regard to the Group's earnings:

Adjusted EBITDA = This is calculated as follows:
Profit (Loss) for the period plus (i) Income tax; (ii) Financial income and expenses; (iii) Monetary Gain (Loss); (iv) Other provisions for risks and charges; (v) Depreciation and amortization of non-current assets; (vi) Allowance for bad debts; (vii) Certain costs deemed by Management to be non-core for the measurement of the Group's performance, such as: Advisory expenses related to reorganization and cost saving projects; Personnel redundancy; Acquisitions and mergers costs; Settlements with clients and agents; Other cost – (income).

Set out below is a reconciliation of **Adjusted EBITDA**.

Euro Thousand

	31 Mar 2025	31 Mar 2024
CONSOLIDATED PROFIT (LOSS) FOR THE PERIOD	(2,503)	(5,125)
Income tax	2,135	1,638
Financial income and expenses	36,682	38,282
Monetary Gain (Loss)	(11,259)	(17,870)
Other provisions for risks and charges	67	118
Depreciation and amortization of non current assets	64,703	59,211
Allowance for bad debts	1,990	1,866
Advisory expenses related to reorganization and cost saving projects	473	1,082
Personnel redundancy	756	441
Acquisitions and mergers costs	5,976	2,601
Settlements with clients, suppliers and agents	325	443
Other cost - (income)	34	(31)
ADJUSTED EBITDA	99,378	82,655

It should be noted that the **Adjusted EBITDA** financial parameter is not governed by IFRS and, accordingly, the criteria adopted by TeamSystem Group for its computation may not be comparable with those adopted by other companies or groups.

For the period ended 31 March 2025 Adjusted EBITDA amounts to € 99,378 thousand, up by € 16,723 thousand compared to the amount at 31 March 2024 (€ 82,655 thousand). The increase is mainly attributable to the change in the consolidation area and to the organic growth experienced by the Group in the first three months of 2025.

□ □ □

TOTAL REVENUE: Total Revenue for the period ended 31 March 2025 amounts to € 244,160 thousand, up by € 37,751 thousand compared to the corresponding figure for the period ended 31 March 2024 (€ 206,409 thousand). The increase is mainly attributable to the change in the consolidation area and to the organic growth experienced by the Group in the first three months of 2025.

Euro Millions

	31 Mar 2025	31 Mar 2024	Change	% Change
Enterprise	48.2	44.0	4.2	9.6%
Recurring	39.1	33.7	5.4	16.0%
Other Revenues	9.2	10.3	(1.2)	-11.2%
Professional	64.3	56.8	7.5	13.1%
Recurring	59.7	53.2	6.5	12.2%
Other Revenues	4.6	3.6	1.0	26.6%
Micro	86.4	63.7	22.7	35.6%
Recurring	78.3	59.7	18.6	31.2%
Other Revenues	8.1	4.0	4.0	100.4%
Digital Finance	6.6	5.5	1.1	20.0%
Recurring	5.1	4.3	0.8	18.6%
Other Revenues	1.5	1.2	0.3	25.6%
Market Specific Solution	24.0	23.3	0.7	3.1%
Recurring	16.2	15.9	0.3	1.7%
Other Revenues	7.8	7.4	0.5	6.2%
Cross-Segment Products	14.7	13.1	1.5	11.7%
Recurring	12.6	11.1	1.5	13.5%
Other Revenues	2.1	2.0	0.0	1.9%
TOTAL REVENUE	244.2	206.4	37.8	18.3%
Total Recurring Revenues	211.0	177.9	33.1	18.6%
Total Other Revenues	33.1	28.5	4.6	16.3%

The item Recurring Revenues mainly includes the revenue arising from annual software support and maintenance contracts, subscription contracts, multi-year contracts with VARs, as well as from the sale of LTA software modules following regulatory updates.

Other revenue includes the revenue arising from the sale of software licences and professional services which generally generate revenue in connection with the installation and customisation of our software products and the training services we provide to customers at product start-up.

□ □ □

OPERATING SEGMENT

In accordance with IFRS 8, an operating segment is a component of an entity:

- a) that engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the same entity);
- b) whose operating results are reviewed regularly by the entity's chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance;
- c) for which separate financial information is available.

Within TeamSystem Group, the following operating segments have been identified, characterised by the autonomous nature of their products/services and production processes that have the aforementioned features:

- **Enterprise Business Unit:** products/services for SMEs, mainly consisting of core products (ERP) and accessory products and vertical solutions;
- **Professional Business Unit:** products/services for professionals and labour consultants (accounting, tax, payroll);
- **Market Specific Solutions Business Unit:** vertical solutions aimed at highly specialised markets;
- **Micro Business Unit:** mainly cloud-based solutions for small and micro enterprises;
- **Digital Finance Business Unit:** solutions related to financial digitalisation;
- **Cross-Segment Products** (previously called HR Business Unit): modular HR system covering all HR management and business process outsourcing requirements and Trust solution products.

Segment information is presented below:

Euro Millions					
OPERATING SEGMENTS		31 Mar 2025	31 Mar 2024	Change	% Change
ENT		48.2	44.0	4.2	10%
PROF		64.3	56.8	7.5	13%
MICRO		86.4	63.7	22.7	36%
DIF		6.6	5.5	1.1	20%
MSS		24.0	23.3	0.7	3%
CSP		14.7	13.1	1.5	12%
TOTAL REVENUE		244.2	206.4	37.8	18.3%
ENT		23.5	20.4	3.0	15%
PROF		36.1	32.1	4.0	12%
MICRO		49.7	34.9	14.9	43%
DIF		2.4	2.2	0.2	9%
MSS		5.1	5.4	-0.3	-5%
CSP		6.1	5.2	0.9	17%
FIRST MARGIN		122.8	100.1	22.7	22.7%
INDIRECT COSTS		(33.3)	(27.3)	-6.0	22%
CAPITALISED DEVELOP COSTS		9.9	9.9	0.0	0%
ADJUSTED EBITDA		99.4	82.6	16.7	20.2%

The economic performance indicator for each operating segment is the First Margin (a financial parameter non governed by IFRS), calculated as the difference between total revenues and the direct costs of the Business Unit, the latter being mainly:

- 1) direct personnel costs (mainly sales, delivery, customer value);
- 2) sw / hw resale costs, external delivery costs, web-recall costs, sales rebates;
- 3) commissions and other sales incentives, recurring R&D consultant costs;
- 4) direct product marketing, direct R&D consultancy, travel & expenses of business unit personnel.

Indirect costs include costs that are not uniquely attributable to one or more business units and consist mainly of:

1. Personnel costs of the Group's support functions, specifically (i) Finance, Marketing and Technology; (ii) CEO Office; (iii) HR and General Services; (iv) Legal and Corporate Affairs and those not directly attributed to

specific Business Units, such as, for example, the cost of the research and development team in relation to tools and applications used by the Group;

2. Costs for IT infrastructure, cybersecurity, compliance, Artificial Intelligence and Data;
3. Costs for rent, maintenance, utilities for the TeamSystem Group's operating sites;
4. Administrative, legal, tax, labour law and audit consultancy costs;
5. Costs for events, recruiting and training activities;
6. Costs for insurance, association memberships and board of statutory auditors fees;
7. Research and development costs that cannot be allocated to an individual Business Unit.

It should be noted that First Margin and Adjusted Ebitda parameters are not governed by IFRS and, accordingly, the criteria adopted by TeamSystem Group for their computations may not be comparable to those adopted by other companies or groups.

□ □ □

CONSOLIDATED STATEMENT OF CASH FLOWS

Euro thousands

CONSOLIDATED STATEMENT OF CASH FLOWS	31 Mar 2025	31 Mar 2024	Change	% Change
CASH FLOWS FROM OPERATING ACTIVITIES	106,104	71,392	34,711	48.6%
Capital Expenditure	(23,911)	(15,443)	(8,468)	54.8%
Acquisition of investments	(92,234)	(3,909)	(88,326)	n.s.
CASH FLOWS FROM INVESTING ACTIVITIES	(116,145)	(19,352)	(96,793)	n.s.
Rapayment of financial debt	(2,114)	(1,375)	(739)	53.8%
New financing	45,000	15,000	30,000	n.s.
Financial charges paid	(23,329)	(23,692)	363	-1.5%
Financing Fees paid	(452)	(207)	(245)	n.s.
Liabilities to non controlling shareholders of subsidiaries	(10,238)	(25,431)	15,193	-59.7%
Capital increase	0	91	(91)	-100.0%
CASH FLOWS FROM FINANCING ACTIVITIES	8,867	(35,614)	44,481	n.s.
Change in Exchange rates	(5,882)	(919)	(4,963)	n.s.
INCREASE (DECREASE) IN CASH AND BANK BALANCES	(7,056)	15,508	(22,564)	n.s.

Cash flows from operating activities amount to € 106,104 thousand for the period ended 31 March 2025, increasing by € 34,711 thousand, compared to the corresponding flows for the period ended 31 March 2024 (€ 71,392 thousand).

It should also be noted that both 31 December 2023 and 31 March 2024 were not a business day, and therefore, collection of about € 8.4 million in electronic bank receipts falling due on 31 December 2023 were postponed to 2024 and collection of about € 36.3 million in electronic bank receipts falling due on 31 March 2024 were postponed to April.

Without this “weekend effect”, operating cash flows for the first three months of 2024 would have amounted to € 99.2 million.

Cash flows from investing activities changed from negative € 19,352 thousand in the period ended 31 March 2024 to negative € 116,145 thousand for the corresponding period of 2025.

The main investment activities for the first three months of 2025 are related to:

- capitalized development costs and capital expenditures on tangible and intangible assets, see “Capital expenditure” section;
- the cash-out paid for the acquisition (mainly consisting in Golden Soft, Multifatture, Horizon, Muscope Cybersecurity and Alpha Team).

Cash flows from financing activities changed from negative € 35,614 thousand in the period ended 31 March 2024 to positive € 8,867 thousand for the corresponding period of 2025.

The main cash items occurred in the first three months of 2025 are attributable to:

- the draw down of the revolving credit facility (for further information see Note 15);
- the payment of IFRS16 leases liabilities, consisting of principal and interests;
- the adjustments of considerations paid in relation to recent acquisitions of investments and the payments for acquisition of further equity interests in already controlled companies via the execution of existing put-call contracts;
- the payment of Interests on Notes;
- the collection of interest on derivative instruments.

□ □ □

►WORKING CAPITAL

Euro thousand

	31 Mar 2025	31 Dec 2024	Change	% Change
Trade receivables	477,178	213,516	263,663	123.5%
Inventories	1,961	2,043	(83)	-4.1%
Other receivables - current	74,517	91,439	(16,922)	-18.5%
Trade payables	(87,191)	(91,167)	3,976	-4.4%
Other liabilities - current	(568,404)	(258,003)	(310,402)	120.3%
WORKING CAPITAL	(101,939)	(42,171)	(59,768)	141.7%

At 31 March 2025 Working capital amounts to negative € 101,939 thousand, with a change of € 59,768 thousand compared to the balance at 31 December 2024 (negative € 42,171 thousand).

The movement is primarily attributable to Other liabilities (which balance is negative € 568,404 thousand at 31 March 2025 compared to negative € 258,003 thousand at 31 December 2024) and to Trade receivables (which balance is € 477,178 thousand at 31 March 2025 compared to € 213,516 thousand at 31 December 2024).

The movement in Working capital balance is mainly explained by the seasonality of billings of subscription fees. Actually, TeamSystem Group invoicing of subscription fees is particularly concentrated in the first quarter of the financial year with a consequent impact on the amount of Deferred Revenue (see also Note 23 about Other current and non current liabilities and Note 17 relating to Trade receivables both in the section of Notes to the Consolidated Financial Statements).

□ □ □

►CAPITAL EXPENDITURE

Euro thousand

	31 Mar 2025	31 Mar 2024	Change	% Change
Investments in tangible assets	(5,022)	(993)	(4,029)	405.6%
Investments in intangible assets	(9,018)	(4,587)	(4,430)	96.6%
Capitalized development costs - personnel costs	(8,114)	(8,256)	141	-1.7%
Capitalized development costs - service costs	(1,758)	(1,607)	(151)	9.4%
CAPITAL EXPENDITURE	(23,912)	(15,443)	(8,468)	54.8%

In the period ended 31 March 2025 the Capital expenditure amounts to € 23,912 thousand with an increase of € 8,468 thousand compared to 31 March 2024 balance (€ 15,443 thousand).

The growth in investment in tangible and intangible assets is mainly related to the new building in Milano.

□ □ □

►SIGNIFICANT EVENTS DURING THE FIRST THREE MONTHS OF 2025

• ACQUISITION OF INVESTMENT

TeamSystem 15

In January 2025, the business units of the following companies were contributed to TeamSystem 15 S.r.l.:

- Bgest S.r.l.
- Info. Tec. S.r.l. Con socio unico
- Nuova Forum Impresa S.r.l.
- Schiavon Sistemi S.r.l.
- Systematica S.r.l.
- Sistemi&Gestione S.r.l.
- G.S.C. General Systems Cuneo S.r.l.
- Meta Calabria S.r.l.,
- Syscon S.r.l.
- Sistema S.r.l.

Team 2000 Software

In January 2025, TeamSystem S.p.A. acquired 100% of the shares of Team 2000 Software S.r.l., a company formed from the partial demerger of Team Duemila S.r.l.. Team 2000 is focused on the distribution and commercialization of TS software solutions.

Vicsam

In January 2025 Teamsystem S.p.A. acquired 100% of the shares of VIC-TS S.r.l., a company formed from the partial demerger of Vicsam Sistemi S.r.l. VIC-TS is focused on the distribution and commercialization of TS software solutions.

Horizon Software

In January 2025 TeamSystem S.P.A. acquired 100% of the shares of Horizon Software S.r.l., a company formed from the partial demerger of Horizon S.p.A. Horizon Software is focused on the distribution and commercialization of TS software solutions.

Infomart

In January 2025 TeamSystem S.P.A. acquired 100% of the shares of Infomart S.r.l., subject of the transfer of the TeamSystem branch from the company Infomart S.A.S.

Kluo

In January 2025, TeamSystem S.p.A. acquired 100% of the shares of Kluo S.r.l., a company active in the commercialization of software solutions under the "TeamSystem" brand.

Alphateam

In February 2025, TeamSystem S.p.A. acquired 100% of the shares of Alphateam S.r.l., a company active in the commercialization of software solutions under the "TeamSystem" brand.

Muscope Cybersecurity

In February 2025, TeamSystem S.p.A. acquired 100% of the shares of Muscope Cybersecurity S.r.l., an innovative startup operating in the development, production, and commercialization of innovative, high-tech value products or services. The company focuses specifically on the design, development, sale, maintenance, and consulting of solutions, products, and services related to cybersecurity and information security, developed or managed through software or hardware.

Goldensoft

In February 2025, Software Del Sol acquired 100% of the shares of Golden Soft S.L. and Golden Soft Service Assistant Users S.L..

Golden Soft companies are involved in the development, production, commercialization, and related support of management, tax, legal, accounting software, and human resources administration solutions for SMEs, accountants, and self-employed workers in the Spanish market. Golden Soft Service provides technical assistance and maintenance services for the software solutions developed by Golden Soft.

Multidialogo

In March 2025, TeamSystem S.P.A. acquired 100% of the share capital of a Newco established by the company Multidialogo S.r.l. (a software house specialized in creating products and providing services for condominium administrators), which contributed a business unit instrumental to the development, management, commercialization, and promotion of solutions and services for the transmission of 770 forms, CU, F24, deductions, and electronic invoicing.

Brainware

In March 2025, TeamSystem S.P.A. acquired 100% of the share capital of Brainware S.r.l., the full and exclusive owner of the software “Domus,” “Rbank,” “Labor,” “Locat,” “Fattura,” and “Tabula,” designed for condominium administration studies and/or property management.

Millesimo

In March 2025, TeamSystem S.P.A. acquired 100% of the share capital of Millesimo S.r.l., the company owning the software “Millesimo,” “Setup Archivi,” “Ligs console,” and “Change it,” for condominium administration.

►SIGNIFICANT SUBSEQUENT EVENTS

TeamSystem 15

In April 2025, the business units of Italcom S.p.a. was contributed to TeamSystem 15 S.r.l.

□ □ □

►ONGOING DEVELOPMENTS

The TeamSystem group continues to evaluate different financing alternatives and monitor market conditions in accordance with its financial policy and may consider opportunistic financings and/or refinancings in the leveraged loan and high yield bond markets.

We believe that we have demonstrated the ability to successfully integrate acquisitions. As a result, our business strategy includes acquiring businesses and entering into joint ventures and other business combinations if there is a strategic product fit or an activity that would complement our product offering.

□ □ □

►RELATED PARTY TRANSACTIONS

In the first three months of 2025, transactions with subsidiaries and the parent company formed part of the Group's normal operations and were entered into at arm's length. TeamSystem Group has not been party to any transactions with related companies that merit disclosure, other than those previously commented upon.

□ □ □

**BOARD OF DIRECTORS, STATUTORY AUDITORS
and OTHER INFORMATION**

BOARD OF DIRECTORS

31 Mar 2025

VINCENZO MORELLI	CHAIRMAN
FEDERICO LEPROUX	CHIEF EXECUTIVE OFFICER
TOMMASO GIOVANNI COHEN	DIRECTOR
VINCENZO FERRARI	DIRECTOR
LUCA VELUSSI	DIRECTOR
BLAKE CHRISTOPHER KLEINMAN	DIRECTOR
ALESSANDRA BRAMBILLA	DIRECTOR
GUILLAUME CHARLES VANMOERBEKE	DIRECTOR
ABHISHEK SHANKAR CHAUDHRY	DIRECTOR
CHRISTIAN LUCAS	DIRECTOR
SEITZ DOMINIK	DIRECTOR

BOARD OF STATUTORY AUDITORS

31 Mar 2025

CLAUDIO SANCHIONI	CHAIRMAN
FABIO LANDUZZI	STATUTORY AUDITOR
NICOLE MAGNIFICO	STATUTORY AUDITOR
IVANO ANTONIOLI	ALTERNATIVE AUDITOR
CRISTINA AMADORI	ALTERNATIVE AUDITOR

COMPANY INFORMATION

31 Mar 2025

TEAMSYSTEM HOLDCO S.P.A.	
REGISTERED OFFICE	PESARO - Via Sandro Pertini, 88
SHARE CAPITAL	Euro 14,596,886
TAX CODE	11360450966
REA - PESARO	271034
INDEPENDENT AUDITORS	DELOITTE & TOUCHE S.p.A.

**UNAUDITED
INTERIM CONDENSED
CONSOLIDATED
FINANCIAL STATEMENTS
FOR THE THREE MONTHS
ENDED
31 MARCH 2025**

TeamSystem Holdco S.p.A. and its Subsidiaries TeamSystem Group

UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE MONTHS ENDED 31 MARCH 2025

Euro thousands

CONSOLIDATED STATEMENT OF PROFIT OR LOSS	31 Mar 2025	31 Mar 2024	NOTES
Revenue	242,434	204,846	1
Other operating income	1,726	1,563	1
TOTAL REVENUE	244,160	206,409	1
Cost of raw and other materials	(13,089)	(13,053)	2
Cost of services	(59,465)	(51,604)	3
Personnel costs	(75,059)	(61,800)	4
Other operating costs	(4,733)	(1,833)	5
Depreciation and amortization of non current assets	(64,703)	(59,211)	
Allowance for bad debts	(1,990)	(1,866)	
Other provisions for risks and charges	(67)	(118)	
OPERATING RESULT	25,055	16,925	
Finance income	9,610	8,501	6
Finance cost	(46,292)	(46,783)	6
Monetary Gain (Loss)	11,259	17,870	7
PROFIT (LOSS) BEFORE INCOME TAXES	(368)	(3,487)	
Current income tax	(14,938)	(13,081)	
Deferred income tax	12,803	11,443	14
TOTAL INCOME TAX	(2,135)	(1,638)	
PROFIT (LOSS) FROM CONTINUING OPERATIONS	(2,503)	(5,125)	
CONSOLIDATED PROFIT (LOSS) FOR THE PERIOD	(2,503)	(5,125)	
(Profit) Loss for the period - Non controlling interests	(37)	(12)	
PROFIT (LOSS) FOR THE PERIOD - OWNERS OF THE COMPANY	(2,540)	(5,137)	
ADJUSTED EBITDA	99,378	82,655	

Euro thousands

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME			
	31 Mar 2025	31 Mar 2024	NOTES
CONSOLIDATED PROFIT (LOSS) FOR THE PERIOD	(2,503)	(5,125)	20
Exchange differences on translating foreign operations	(21,133)	(7,696)	
OTHER GAIN (LOSS) THAT WILL BE RECLASSIFIED SUBSEQUENTLY TO PROFIT OR LOSS	(21,133)	(7,696)	
TOTAL COMPREHENSIVE INCOME (LOSS)	(23,009)	(12,377)	
Total comprehensive (income) loss - Non controlling interests	(37)	(13)	
TOTAL COMPREHENSIVE INCOME (LOSS) - OWNER OF THE COMPANY	(23,046)	(12,390)	

Euro thousands

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

ASSETS	31 Mar 2025	31 Dec 2024	NOTES
Tangible assets	19,453	15,664	9
Intangible assets	1,220,169	1,255,699	10
Right of use	83,752	35,631	11
Goodwill	2,470,604	2,309,440	12
Other Investments	451	313	13
Investments in associates	1,558	1,558	13
Deferred tax assets	18,894	17,779	14
Other financial assets - non current	6,647	6,512	15
TOTAL NON CURRENT ASSETS	3,821,529	3,642,596	
Inventories	1,961	2,043	16
Trade receivables	477,178	213,516	17
Tax receivables	1,012	1,328	18
Other receivables - current	74,517	91,439	19
Other financial assets - current	8,138	10,778	15
Cash and bank balances	160,472	167,529	15
TOTAL CURRENT ASSETS	723,277	486,632	
Asset held for sale	4,612	2,812	
TOTAL ASSETS	4,549,418	4,132,039	

Euro thousands

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

EQUITY AND LIABILITIES	31 Mar 2025	31 Dec 2024	NOTES
Share capital	14,597	14,597	20
Other reserves	991,209	1,121,181	20
Retained earnings (accumulated losses)	(976)	(571)	20
Profit (Loss) attributable to Owners of the Company	(2,540)	(109,408)	20
TOTAL EQUITY attributable to OWNERS OF THE COMPANY	1,002,290	1,025,799	
Non controlling interests - Capital and reserves	1,445	925	20
Non controlling interests - Profit (Loss)	37	156	20
TOTAL NON CONTROLLING INTERESTS	1,482	1,081	
TOTAL EQUITY	1,003,771	1,026,880	
Financial liabilities with banks and other institutions - non current	2,304,984	2,234,348	15
Staff leaving indemnity	33,719	32,464	21
Provisions for risks and charges - non current	24,949	26,567	22
Deferred tax liabilities	270,970	280,704	14
Other liabilities - non current	285	298	23
TOTAL NON CURRENT LIABILITIES	2,634,907	2,574,381	
Financial liabilities with banks and other institutions - current	215,208	155,903	15
Trade payables	87,191	91,167	
Tax liabilities - current	35,112	21,237	24
Other liabilities - current	568,404	258,003	23
TOTAL CURRENT LIABILITIES	905,915	526,309	
Liabilities held for sale	4,824	4,470	
TOTAL LIABILITIES	3,545,646	3,105,160	
TOTAL EQUITY AND LIABILITIES	4,549,418	4,132,039	

Euro thousands

CONSOLIDATED STATEMENT OF CASH FLOWS	31 Mar 2025	31 Mar 2024	NOTES
Operating Result	25,055	16,925	
Depreciation and amortisation of non-current assets	64,703	59,211	
Other non monetary items	1,923	4,537	
Trade receivables - variation	(259,554)	(229,135)	
Inventories - variation	83	71	
Other receivables - variation	(6,681)	109	
Trade payables - variation	(12,637)	(264)	
Other liabilities - variation	297,132	219,633	
Staff leaving indemnity - variation	(74)	(506)	
Provisions for risks and charges - variation	(1,704)	1,056	
Income tax paid	(2,140)	(245)	
CASH FLOWS FROM OPERATING ACTIVITIES	106,104	71,392	
Investments in tangible assets	(5,022)	(993)	
Investments in intangible assets	(9,018)	(4,587)	
Capitalized development costs - personnel costs	(8,114)	(8,256)	
Capitalized development costs - service costs	(1,758)	(1,607)	
Capital Expenditure	(23,911)	(15,443)	
Acquisition of investments	(97,150)	(3,909)	10
Cash and bank balances at the date of acquisition	4,916	0	10
Acquisition of investments	(92,234)	(3,909)	
CASH FLOWS FROM INVESTING ACTIVITIES	(116,146)	(19,352)	
Repayment of financial debt	(2,114)	(1,375)	10
New financing	45,000	15,000	10
Financial charges paid	(23,329)	(23,692)	10
Financing Fees paid	(452)	(207)	10
Liabilities to non controlling shareholders of subsidiaries	(10,238)	(25,431)	10
Capital increase	0	91	
CASH FLOWS FROM FINANCING ACTIVITIES	8,867	(35,614)	
INCREASE (DECREASE) IN CASH AND BANK BALANCES DUE TO EXCHANGE RATE MOVEMENTS	(5,882)	(919)	
INCREASE (DECREASE) IN CASH AND BANK BALANCES	(7,057)	15,508	
CASH AND BANK BALANCES - Beginning of the period	167,529	46,695	
CASH AND BANK BALANCES - End of the period	160,472	62,202	

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Euro thousands

	Share capital	Other reserves	Retained earnings (accumulated losses)	Profit (Loss) attributable to Owners of the Company	Equity attributable to Owners of the Company	Equity attributable to Non controlling interests	TOTAL EQUITY
31 Dec 2024	14,597	1,121,181	(571)	(109,408)	1,025,799	1,081	1,026,880
Profit (Loss) allocation		(109,003)	(405)	109,408	0		0
Acquisition of minority interests in subsidiaries		(463)			(463)	364	(99)
Profit (Loss) for the period				(2,540)	(2,540)	37	(2,503)
Other Profit (Loss) on Comprehensive income		(20,506)			(20,506)	0	(20,506)
31 Mar 2025	14,597	991,209	(976)	(2,540)	1,002,290	1,482	1,003,771

TeamSystem Group

NOTES TO THE UNAUDITED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE MONTHS ENDED 31 MARCH 2025

►COMPANY BACKGROUND

TeamSystem Holdco S.p.A. is a company registered with the Pesaro business register and it is domiciled in Italy with its registered office located in Pesaro. TeamSystem Holdco S.p.A (the “Parent Company” or the “Parent”) is the Parent Company of TeamSystem Group (the “Group”), leader in Italy in the production and marketing of management software and in the provision of training targeted at associations, small and medium-sized enterprises and Professionals (accountants, labour consultants, lawyers, condominium managers and self-employed professionals). Effective 2019, via the incorporation and acquisition of financial companies, the Group has extended its range of services to encompass financial services.

□ □ □

►BASIS OF PREPARATION

The Group's annual consolidated financial statements are prepared in accordance with international accounting standards (IFRS) issued by the International Accounting Standards Board (IASB) and as endorsed by the European Union pursuant to Regulation No. 1606/2002.

The accounting standards adopted for the preparation of the TeamSystem Holdco S.p.A. consolidated financial statements for the period ended 31 March 2025 are the same of that used for the preparation of TeamSystem Holdco S.p.A. consolidated financial statements for the period ended 31 December 2024 (to which reference should be made).

These interim consolidated financial statements have not been prepared in compliance with IAS 34 “Interim financial reporting”. These financial statements do not include all the information required for annual financial statements.

The interim consolidated financial statements for the period ended 31 March 2025 consist of a consolidated statement of financial position, a consolidated statement of profit or loss, a consolidated statement of comprehensive income, a consolidated statement of cash flows, a consolidated statement of changes in equity and notes to the interim consolidated financial statements components.

The format used for the financial statements is the same as that used for the preparation of the TeamSystem Holdco S.p.A. consolidated financial statements for the year ended 31 December 2024.

This interim consolidated financial report for the first three months ended 31 March 2025 is presented in Euros and all amounts have been rounded to Euro thousands, unless otherwise specified.

The consolidated financial statements of TeamSystem Holdco S.p.A. and its subsidiaries (TeamSystem Group) for the period ended 31 March 2025 and 31 March 2024 have not been audited.

□ □ □

►SCOPE OF CONSOLIDATION

A listing of businesses consolidated on a line-by-line basis (or with equity method) is provided in the following table and it should be noted that the consolidation percentage takes account of any put and call options stipulated during the course of acquisitions:

Amounts in Euro

CONSOLIDATED COMPANIES LINE BY LINE	Registered office	Country	Share capital	Equity	Currency	% held	% held with put/call options	Put / Call Options	Notes
TeamSystem Holdco S.p.A.	Pesaro	Italy	14,596,886	1,453,670,229	EUR				
TeamSystem Holdco 1 S.r.l.	Pesaro	Italy	3,000	1,457,394,027	EUR	100.00	100.00		
TeamSystem Holdco 2 S.r.l.	Pesaro	Italy	53,430	1,454,008,448	EUR	100.00	100.00		
TeamSystem Holdco 3 S.p.A.	Pesaro	Italy	50,000	1,440,545,261	EUR	100.00	100.00		
TeamSystem S.p.A.	Pesaro	Italy	24,000,001	1,089,132,738	EUR	100.00	100.00		
Beneficy S.r.l.	Roma	Italy	90,000	1,227,583	EUR	51.00	100.00	1	
Software del Sol S.A.	Jaén(Spain)	Spain	75,000	17,866,747	EUR	100.00	100.00		
Aplifisa S.L.	Salamanca (Spain)	Spain	30,600	2,420,966	EUR	100.00	100.00		
Ticcyl Digital S.L.	Salamanca (Spain)	Spain	3,216	2,597,416	EUR	100.00	100.00		
Marclamara S.L.	Madrid	Spain	3,000	586,711	EUR	100.00	100.00		
Acumbamail S.L.	Ciudad Real (Spain)	Spain	4,500	1,528,251	EUR	100.00	100.00		
My Expenses S.L.	Madrid	Spain	73,074	795,177	EUR	59.60	100.00	1	
Bilin Factura Electronica S.L.	Bilbao	Spain	3,050	159,262	EUR	100.00	100.00		2
Logical Soft S.r.l.	Desio (MB)	Italy	200,000	11,081,750	EUR	100.00	100.00		
TeamSystem Service S.r.l.	Campobasso	Italy	200,000	104,226,622	EUR	100.00	100.00		
Danea Soft S.r.l.	Vigonza (PD)	Italy	100,000	104,648,073	EUR	100.00	100.00		
Madbit Entertainment S.r.l.	Treviolo (BG)	Italy	10,000	206,397,436	EUR	100.00	100.00		3
Nuovamacut Automazione S.p.A.	Bologna	Italy	108,000	48,038,197	EUR	100.00	100.00		
Gruppo Euroconference S.p.A.	Verona	Italy	300,000	46,221,948	EUR	96.87	96.87		4
Teamsystem Tirana	Tirana	Albania	10,000	109,465,616	LEK	100.00	100.00		
Reviso International ApS	Copenhagen	Denmark	50,011	(5,593,795)	DKK	100.00	100.00		
Reviso Cloud Accounting Limited	Reading	UK	1	50,327	GBP	100.00	100.00		5
Reviso Deutschland GmbH	Berlino	Germany	25,000	2,490	EUR	100.00	100.00		5
Mondora S.r.l.	Milano	Italy	105,000	163,737	EUR	100.00	100.00		
TeamSystem Financial Value Chain S.r.l.	Milano	Italy	4,931,373	13,552,872	EUR	90.00	100.00	1	
Whit-e S.r.l.	Milano	Italy	15,000	6,759,458	EUR	100.00	100.00		6
TeamSystem AM Holdco S.r.l.	Milano	Italy	10,000	603,675	EUR	100.00	100.00		6
TeamSystem Capital at Work SGR S.p.A.	Milano	Italy	100,000	1,252,690	EUR	100.00	100.00		7
TeamSystem Payments Holdco S.r.l.	Milano	Italy	10,000	2,645,495	EUR	100.00	100.00		
TeamSystem Payments S.r.l.	Milano	Italy	125,000	3,607,431	EUR	100.00	100.00		8
Modelfinance S.r.l.	Trieste	Italy	210,000	8,644,779	EUR	99.00	100.00	1	
Modelfinance International S.r.l.	Milano	Italy	100,000	277,595	EUR	65.00	100.00	1	9
Ciaomanager S.r.l.	Trento (TN)	Italy	8,350	825,706	EUR	80.00	100.00	1	
Microntel S.p.A.	Torino	Italy	1,500,000	9,736,006	EUR	100.00	100.00		
TeamSystem 12 S.r.l.	Milano	Italy	15,500	22,763,942	EUR	100.00	100.00		
TeamSystem 14 S.r.l.	Milano	Italy	11,000	270,450	EUR	100.00	100.00		
Netfintech S.r.l.	Milano	Italy	156,254	4,765,929	EUR	61.30	100.00	1	
Change Capital S.r.l.	Milano	Italy	10,000	2,282,738	EUR	100.00	100.00		
Distrito K Software SL	La Coruña (Spain)	Spain	3,000	69,612,585	EUR	100.00	100.00		
TeamSystem 15 S.r.l.	Milano	Italy	16,000	31,800,741	EUR	100.00	100.00		
Contactlab S.r.l.	Milano	Italy	410,000	(41,493)	EUR	100.00	100.00		
Greenext S.r.l.	Torino	Italy	1,000,000	5,782,865	EUR	95.51	100.00	1	
MailUp Nordics A/S	Copenhagen	Denmark	0	4,787,373	DKK	100.00	100.00		
Globase International A.p.S.	Copenhagen	Denmark	125,000	(568,589)	DKK	100.00	100.00		10
Clémentine Holding SAS	Paris (France)	France	27,000,000	26,781,396	EUR	100.00	100.00		
Clémentine Services SAS	Paris (France)	France	9,999	17,082,305	EUR	99.90	99.90		11
Comptalib SAS	Laxou (France)	France	10,829	137,325	EUR	100.00	100.00		12
Tiktak Services SAS	Laxou (France)	France	3,000	22,877	EUR	100.00	100.00		13
Pepitejob SAS	Paris (France)	France	5,000	135,749	EUR	100.00	100.00		13
Zhizhao SARL	Laxou (France)	France	5,000	1,101,559	EUR	100.00	100.00		13
Eunomia SAS	Paris (France)	France	8,150,000	9,715,374	EUR	100.00	100.00		14
Expertise Choix B SAS	Laxou (France)	France	500,000	2,271,968	EUR	100.00	100.00		15
Amex SAS	Nice (France)	France	466,800	(648,516)	EUR	100.00	100.00		15
Expertise Choix C SAS	Laxou (France)	France	150,000	(68,351)	EUR	100.00	100.00		15
Sofrageco SAS	Montreuil (France)	France	153,000	573,811	EUR	100.00	100.00		15
Alphateam Srl	Milano	Italy	100,000	2,137,109	EUR	100.00	100.00		
Muscope CyberSecurity Srl	Milano	Italy	12,984	72,394	EUR	100.00	100.00		
Multifatture S.r.l.	Parma	Italy	500,000	20,991,442	EUR	100.00	100.00		
Millesimo S.r.l.	Parma	Italy	10,000	27,447	EUR	100.00	100.00		
Brainware S.r.l.	Ascoli Piceno	Italy	10,000	218,311	EUR	100.00	100.00		
Infomart S.r.l.	Milano	Italy	10,500	450,967	EUR	100.00	100.00		
KLUO S.r.l.	Milano	Italy	10,000	324,356	EUR	100.00	100.00		
Team 2000 software S.r.l.	Milano	Italy	12,000	1,034,360	EUR	100.00	100.00		
Horizon Software S.r.l.	Milano	Italy	100,000	1,555,319	EUR	100.00	100.00		
Golden Soft S.L.	Madrid	Spain	3,005	319,694	EUR	100.00	100.00		
Golden Soft Services Assistant Users, S.L.	Madrid	Spain	3,005	2,432	EUR	100.00	100.00		
Mikro Yazilimevi Yazilim Hizmetleri Bilgisayar Sa	İstanbul	Turkey	153,452,711	1,377,257,690	TRY	67.20	100.00	1	
Zirve Bilgi Teknolojileri Sanayi Ticaret A.Ş.	Ankara	Turkey	7,500,000	364,798,418	TRY	100.00	100.00		16
Paraşüt Yazılım Teknolojileri A.Ş.	İstanbul	Turkey	3,600,000	116,723,180	TRY	100.00	100.00		16
Muhasebetech Yazılım A.Ş.	Ankara	Turkey	50,000	(15,158,625)	TRY	100.00	100.00		16
Shopside Yazılım Teknolojileri A.Ş.	Ankara	Turkey	110,000	(36,799,739)	TRY	100.00	100.00		16
Mevzuat Yazılım A.Ş.	İstanbul	Turkey	50,000	(7,376,329)	TRY	100.00	100.00		16
Zirve Özel Entegrasyon Yazılım Hizm.A.Ş.	İstanbul	Turkey	50,000	(683,868)	TRY	100.00	100.00		16
Mikrogrup Teknoloji Destek Hizmetleri A.Ş.	İstanbul	Turkey	3,000,000	2,490,035	TRY	100.00	100.00		16
Emükellef Teknoloji A.Ş.	İstanbul	Turkey	50,000	10,516,871	TRY	100.00	100.00		16

- (1) = equity interest would be 100% should put/call options be exercised;
(2) = investment held by My Expenses S.L.;
(3) = investment held by Danea S.r.l.;
(4) = takes account of treasury shares held by Gruppo Euroconference;
(5) = investment held by Reviso International ApS;
(6) = investment held by TeamSystem Financial Value Chain S.r.l.;

- (7) = investment held by TeamSystem AM Holdco S.r.l.;
(8) = investment held by TeamSystem Payments Holdco S.r.l.;
(9) = investment held by Modefinance S.r.l.;
(10) = investment held by MailUp Nordics;
(11) = equity interest held by Clementine Holding;
(12) = equity interest held by Clementine Holding (95.16%) and Expertise Choix B (4.84%);
(13) = equity interests held by Clementine Holding;
(14) = equity interests held by Clementine Services;
(15) = equity interests held by Eunomia;
(16) = equity interests held by Mikro Yazilmevi.

Amounts in Euro

COMPANIES EQUITY METHOD	Registered office	Country	Share capital	Equity	Currency	% held	Put / Call Options	Notes
INITIT S.r.l. (*)	Frosinone	Italy	20,800	299,948	EUR	35.00		
Cesaco (*) (**)	Vicenza	Italy	90,000	21,121	EUR	48.00		
Logic System SHPK	Tirana	Albania	11,567,500	3,380,765	LEK	35.00		18
Macrogroup S.r.l. (*)	Bologna	Italy	260,000	642,409	EUR	49.00		18
Deliverart S.r.l. (*)	Roma	Italy	24,036	(32,852)	EUR	40.00		18

(*) = carrying values in the financial statements at 31 December 2023.

(**) = company in liquidation

(18) = There are put/call option contracts which allow the TeamSystem Group to reach 100% ownership of the share capital.

□ □ □

►CHANGES TO THE SCOPE OF CONSOLIDATION DURING THE FIRST THREE MONTHS OF 2025

The 31 March 2025 scope of consolidation has changed compared to the TeamSystem Holdco Consolidated financial statements for the period ended 31 December 2024 because of the consolidation of the following companies:

- the business units contributed to TeamSystem 15
- Muscope Cybersecurity
- Alpha Team
- Vicsam, merged by incorporation in TeamSystem S.p.A. during 2025
- Multifatture, consolidated at 31 March 2025 only for balance sheet purposes
- Millesimo, consolidated at 31 March 2025 only for balance sheet purposes
- Brainware, consolidated at 31 March 2025 only for balance sheet purposes
- Infomart
- Kluo
- Team Duemila software
- Horizon Software
- Golden Soft
- Golden Soft Services Assistant Users

□ □ □

►TRANSLATION OF FOREIGN CURRENCY FINANCIAL STATEMENTS

Assets and liabilities of consolidated foreign entities that are denominated in foreign currencies other than the euro are translated at the rates of exchange prevailing at the reporting date. Income and costs are translated at the average rates of exchange for the period (except for balances related to entities subject to IAS 29 "Financial Reporting in Hyperinflationary Economies," for which the period-end rate is applied even for non-monetary balances). Any resulting translation differences are recognised in the foreign currency translation reserve included in equity.

The foreign companies included in the scope of consolidation at 31 March 2025 that use a currency other than the euro are the following:

- Reviso Cloud Accounting Limited, which uses the British pound (GBP) as their functional currency;

- Reviso International ApS, MailUp Nordics A/S and Globase International A.p.S. using Danish Kroner (DKK) as their functional currency;
- TeamSystem Tirana uses the Lek (LEK) as its functional currency;
- Mikro Group companies which use the Turkish lira (TRY) as their functional currency.

The exchange rates applied for the translation are set out in the following table:

EXCHANGE RATES						
	Average 2025	Average 2024	%	31 Mar 2025	31 Dec 2024	%
DKK	7.46	7.46	0.0%	7.46	7.46	0.0%
GBP	0.84	0.86	-2.3%	0.84	0.83	1.2%
LEK	98.91	103.79	-4.7%	98.91	98.07	0.9%
TRY	41.04	34.95		41.04	36.74	11.7%

Hyperinflationary economies

The Group has subsidiaries in Turkey. Following an extended period of monitoring inflation rates in Turkey, a consensus has been reached on the existence of conditions indicative of hyperinflation. As a result, the accounting standard IAS 29 "Financial reporting in hyperinflationary economies" has been applied to translate the accounts of the Turkish subsidiaries. In particular, in accordance with this standard, the restatement of the financial statements as a whole requires the application of specific procedures whereby, with reference to the profit or loss, all items are restated by applying the change in the general price level that occurred between the date on which the income and expenses were initially recognised in the financial statements and the balance sheet date. The Group used the consumer price index ("CPI"), considered the most reliable indicator of changes in general price levels, and normally closest to the concept of the general price index required by IAS 29. The Turkish CPI increased by 10.1% during the first quarter 2025.

With regard to the statement of financial position, monetary items have not been restated as they were already stated at the current measuring unit at the end of the reporting period; instead, non-monetary assets and liabilities have been revalued from the date on which the assets and liabilities were initially recognised to the balance sheet date. The contra-entry for the above-mentioned revaluations was recorded in a dedicated line in the income statement called 'Monetary Net Gain (Loss)'.

For the purposes of translating both the profit or loss and statement of financial position as restated above into Euro, the spot exchange rate at the end of the reporting period was applied for both profit or loss and statement of financial position balances (instead of the average exchange rate for the period for the latter).

□ □ □

► SEGMENT INFORMATION

In accordance with IFRS 8, an operating segment is a component of an entity:

- a) that engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the same entity);
- b) whose operating results are reviewed regularly by the entity's chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance;
- c) for which separate financial information is available.

Within TeamSystem Group, the following operating segments have been identified, characterised by the autonomous nature of their products/services and production processes that have the aforementioned features:

- **Enterprise Business Unit:** products/services for SMEs, mainly consisting of core products (ERP) and accessory products and vertical solutions;
- **Professional Business Unit:** products/services for professionals and labour consultants (accounting, tax, payroll);
- **Market Specific Solutions Business Unit:** vertical solutions aimed at highly specialised markets;
- **Micro Business Unit:** mainly cloud-based solutions for small and micro enterprises;
- **Digital Finance Business Unit:** solutions related to financial digitalisation;

- **Cross-Segment Products** (previously called **HR Business Unit**): modular HR system covering all HR management and business process outsourcing requirements and Trust solution products.

□ □ □

►USE OF ESTIMATES

The preparation of consolidated financial statements requires the Group to apply accounting policies and methods, which, in certain circumstances, depend on difficult and subjective assessments that may be based on past experience and on assumptions that, from time to time, are considered reasonable and realistic based on relevant circumstances. The application of these estimates and assumptions affects the amounts presented in the consolidated financial statements, comprising the consolidated statement of financial position, the consolidated statement of profit or loss and consolidated statement of cash flows, as well as the disclosures provided. The actual amounts of the financial statement components, for which estimates and assumptions have been used, may differ from those reported, due to the uncertainty of assumptions and the conditions on which estimates are based.

Set out below is a listing of consolidated financial statement components that, more than others, require greater subjectivity, on the part of the Group, in the application of estimates and, for which, a change in the conditions of underlying assumptions used may give rise to a significant risk in relation to the determination of adjustments to the carrying amounts of current assets and liabilities that may have a significant impact on the financial statements of the consolidated companies:

- Business combinations (IFRS 3) and measurement of intangible assets;
- Goodwill and other intangible assets;
- Allowance for bad debts;
- Provisions for risks and charges;
- Liability to non-controlling shareholders of subsidiaries.

□ □ □

► SEASONALITY

Due to the type of business, Group operations are not subject to seasonality.

However, from a cash perspective, our working capital is generally cash generative in the first/second quarter. This is due to the timing of the collection of trade receivables in our Enterprise and Professional business units and, partially, in our Market Specific Solutions business unit. Enterprise and Professional and, to a lesser extent, Market Specific Solutions' customer invoicing is concentrated at the beginning of the year, when most of the annual fees related to assistance and maintenance contracts and subscription contracts are invoiced; most of the related trade receivables are then collected in the first/second quarter.

□ □ □

Notes to Interim Unaudited Consolidated Financial Statement Components

(All amounts are expressed in thousands of Euro except where otherwise indicated)

1. TOTAL REVENUE

Total revenue for the period ended 31 March 2025 amounts to € 244.2 million, and is comprised of Revenue of € 242.4 million and Other operating income of € 1.7 million. Total revenue for period ended 31 March 2024 stood at € 206.4 million.

The table below provides a breakdown of total revenue for the 31 March 2025 and for the 31 March 2024 period based on whether control was passed over time or at a point in time:

Euro Millions		
	31 Mar 2025	31 Mar 2024
Over time	211.0	177.9
Point in time	33.1	28.5
TOTAL REVENUE	244.2	206.4

Lastly, it should be noted that there is no concentration of revenue with any specific customer, given the notable segmentation of Group sales which, for the nine months ended 31 March 2025, have been earned in Italy for the vast majority.

Operating Segment

In accordance with IFRS 8, an operating segment is a component of an entity:

- a) that engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the same entity);
- b) whose operating results are reviewed regularly by the entity's chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance;
- c) for which separate financial information is available.

Within TeamSystem Group, the following operating segments have been identified, characterised by the autonomous nature of their products/services and production processes that have the aforementioned features:

- Enterprise Business Unit:** products/services for SMEs, mainly consisting of core products (ERP) and accessory products and vertical solutions;
- Professional Business Unit:** products/services for professionals and labour consultants (accounting, tax, payroll);
- Market Specific Solutions Business Unit:** vertical solutions aimed at highly specialised markets;
- Micro Business Unit:** mainly cloud-based solutions for small and micro enterprises;
- Digital Finance Business Unit:** solutions related to financial digitalisation;
- Cross-Segment Products:** modular HR system covering all HR management and business process outsourcing requirements and Trust solution products.

There are no revenues from transactions with other operating segments; therefore, the revenues shown in the table below are entirely from third-party customers.

Euro Millions

OPERATING SEGMENTS	31 Mar 2025	31 Mar 2024	Change	% Change
ENT	48.2	44.0	4.2	10%
PROF	64.3	56.8	7.5	13%
MICRO	86.4	63.7	22.7	36%
DIF	6.6	5.5	1.1	20%
MSS	24.0	23.3	0.7	3%
CSP	14.7	13.1	1.5	12%
TOTAL REVENUE	244.2	206.4	37.8	18.3%
ENT	23.5	20.4	3.0	15%
PROF	36.1	32.1	4.0	12%
MICRO	49.7	34.9	14.9	43%
DIF	2.4	2.2	0.2	9%
MSS	5.1	5.4	-0.3	-5%
CSP	6.1	5.2	0.9	17%
FIRST MARGIN	122.8	100.1	22.7	22.7%

The economic performance indicator for each operating segment is the **First Margin**, calculated as the difference between total revenues and the direct costs of the Business Unit, the latter being mainly:

- 1) direct personnel costs (mainly sales, delivery, customer value);
- 2) sw / hw resale costs, external delivery costs, web-recall costs, sales rebates;
- 3) commissions and other sales incentives, recurring R&D consultant costs;
- 4) direct product marketing, direct R&D consultancy, travel & expenses of business unit personnel.

Indirect costs include costs that are not uniquely attributable to one or more business units and consist mainly of:

8. Personnel costs of the Group's support functions, specifically (i) Finance, Marketing and Technology; (ii) CEO Office; (iii) HR and General Services; (iv) Legal and Corporate Affairs and those not directly attributed to specific Business Units, such as, for example, the cost of the research and development team in relation to tools and applications used by the Group;
9. Costs for IT infrastructure, cybersecurity, compliance, Artificial Intelligence and Data;
10. Costs for rent, maintenance, utilities for the TeamSystem Group's operating sites;
11. Administrative, legal, tax, labour law and audit consultancy costs;
12. Costs for events, recruiting and training activities;
13. Costs for insurance, association memberships and board of statutory auditors fees;
14. Research and development costs that cannot be allocated to an individual Business Unit.

Details are set out below of the First Margin reconciliation for the first three months of 2025, compared with the corresponding period ended 31 March 2024:

Euro Millions

	31 Mar 2025	31 Mar 2024
CONSOLIDATED PROFIT (LOSS) FOR THE PERIOD	(2.5)	(5.1)
Current income tax	14.9	13.1
Deferred income tax	(12.8)	(11.4)
Monetary Gain (Loss)	(11.3)	(17.9)
Finance cost	46.3	46.8
Finance income	(9.6)	(8.5)
Other provisions for risks and charges	0.1	0.1
Depreciation and amortization of non current assets	64.7	59.2
Allowance for bad debts	2.0	1.9
Non core items	7.6	4.5
Indirect Cost	33.3	27.3
Capitalised develop costs	(9.9)	(9.9)
FIRST MARGIN	122.8	100.1

It should be noted that First Margin parameter is not governed by IFRS and, accordingly, the criteria adopted by TeamSystem Group for its computation may not be comparable to those adopted by other companies or groups.

2. COST OF RAW AND OTHER MATERIALS

	31 Mar 2025	31 Mar 2024	Change	% Change
Hardware purchases	2,104	2,003	101	5.1%
Third party' software	8,706	8,587	119	1.4%
Handbooks and forms	0	2	(2)	-100.0%
Materials for education	14	15	(1)	-9.4%
Fuel	891	783	108	13.8%
Other materials	1,346	1,508	(162)	-10.8%
Change in inventory of raw materials	28	154	(126)	-81.9%
Total	13,089	13,053	37	0.3%

Cost of raw and other materials amounts to € 13,089 thousand for the period ended 31 March 2025 and it is substantially unchanged compared to the amount at 31 March 2024 (€ 13,053 thousand).

3. COST OF SERVICES

	31 Mar 2025	31 Mar 2024	Change	% Change
Agent commissions and other costs	9,659	7,910	1,748	22.1%
Consulting and third parties services	5,700	5,847	(147)	-2.5%
Software and Hardware maintenance costs	16,324	13,842	2,482	17.9%
Customer support service costs	2,511	2,400	111	4.6%
Administrative and management consulting costs	2,278	1,590	688	43.2%
Financial Interest Costs	512	727	(215)	-29.5%
Education - consulting and copyrights	535	616	(81)	-13.1%
Magazines - consulting and copyrights	244	289	(45)	-15.6%
Other costs for education services	88	64	24	38.1%
Advertising and marketing	7,993	7,155	838	11.7%
Car rentals	1,458	1,266	192	15.2%
Rebate costs	1,723	1,235	488	39.6%
Utilities	1,274	1,261	13	1.1%
Costs for services - Non core	4,228	4,160	68	1.6%
Expense reimbursements	2,123	1,825	298	16.3%
Other service expenses	4,572	3,024	1,548	51.2%
Services capitalised development costs	(1,758)	(1,607)	(151)	9.4%
Total	59,465	51,604	7,861	15.2%

Cost of services for the period ended 31 March 2025 amounts to € 59,465 thousand, up by € 7,861 thousand from the amount of the period ended 31 March 2024 (€ 51,604 thousand) as a consequence of the change in the consolidation area and of the organic growth experienced by the Group in the first three months of 2025.

Costs for services – Non core for € 4,178 thousand mainly include costs incurred for services related to reorganization and cost saving projects as well as costs for services related to acquisitions and mergers.

As regards the capitalisation of services costs recognised in the first three months of 2025, reference should be made to the Note 10 Intangible Assets.

4. PERSONNEL COSTS

	31 Mar 2025	31 Mar 2024	Change	% Change
Wages, salaries and social contributions	75,665	62,769	12,896	20.5%
Staff leaving indemnities	3,069	3,002	67	2.2%
Other personnel costs	2,513	2,340	173	7.4%
Personnel costs for redundancy and reorganizations	757	441	316	71.6%
Employees costs	82,004	68,552	13,452	19.6%
				0.0%
Freelancers and collaborators fees	284	255	29	11.6%
Directors' fees and related costs	885	1,250	(365)	-29.2%
Directors and Collaborators	1,169	1,505	(335)	-22.3%
Personnel capitalised development costs	(8,114)	(8,256)	141	-1.7%
Total	75,059	61,800	13,258	21.5%

Personnel costs for the period ended 31 March 2025 (€ 75,059 thousand) have increased by € 13,258 thousand, compared to the corresponding amount for the period ended 31 March 2024 (€ 61,800 thousand), as a consequence of the change in the consolidation area and of the organic growth experienced by the Group in the first three months of 2025.

Total personnel redundancy costs as at 31 March 2025 amounted to € 757 thousand (€ 441 thousand) for the three months ended 31 March 2024 and they are classified among the above “Personnel costs for redundancy and reorganisations”.

As regards the capitalisation of personnel costs recognised in the first three months of 2025, reference should be made to the Note 10 Intangible Assets.

5. OTHER OPERATING COSTS

	31 Mar 2025	31 Mar 2024	Change	% Change
Condominium expenses and other rents	1,117	682	435	63.8%
Rentals	62	74	(12)	-15.9%
Other expenses for use of third parties assets	1	32	(30)	-96.4%
Other taxes	229	222	7	3.1%
Losses from assets disposals	10	145	(135)	-93.0%
Other expenses	735	744	(9)	-1.2%
Other operating costs - non core	2,579	(65)	2,645	n.s.
Total	4,733	1,833	2,901	n.s.

Other operating costs for the period ended 31 March 2025 (€ 4,733 thousand) have increased for an amount of € 2,901 thousand compared to the corresponding amount for the period ended 31 March 2024 (€ 1,833 thousand). This increase is substantially due to Other operating costs – non core.

6. FINANCE INCOME and FINANCE COST

Finance Income

	31 Mar 2025	31 Mar 2024	Change	% Change
Interest and other finance income	73	6	67	n.s.
Gains on foreign exchange	1,953	910	1,043	n.s.
Interest from cash pooling and other loans	496	(1)	498	n.s.
Interest from banks	2,612	590	2,023	n.s.
Interest from derivative instruments	2,167	4,103	(1,935)	-47.2%
Depreciation - liabilities to non controlling shareholders of subs	2,284	84	2,200	n.s.
Gain on valuation of derivative instruments	(0)	2,810	(2,810)	n.s.
Total	9,610	8,501	1,108	13.0%

Finance income for the period ended 31 March 2025 (€ 9,610 thousand) have increased compared to the corresponding amount at 31 March 2024 (€ 8,501 thousand) for an amount of € 1,108 thousand due to Interest from banks (see Note 15 Financial Assets and Liabilities for further information).

Finance Cost

	31 Mar 2025	31 Mar 2024	Change	% Change
Interest on bank overdrafts and loans	598	516	82	15.8%
Interest on Notes	33,852	37,273	(3,421)	-9.2%
Interest on financing fees	2,207	2,466	(259)	-10.5%
Revaluation - liabilities to non controlling shareholders of subs	1,200	1,225	(25)	-2.0%
Bank commissions	2,810	1,633	1,178	72.1%
Loss on valuation of derivative instruments	1,378	0	1,378	n.s.
Interest on actuarial valuation of employee benefits	346	120	226	n.s.
Interest on lease contracts - IFRS 16	639	418	221	52.8%
Other IFRS financial charges	3,112	3,012	100	3.3%
Interest on cash pooling and other loans	(3)	21	(25)	n.s.
Other financial charges	53	57	(4)	-7.6%
Losses on foreign exchange	100	42	58	n.s.
Total	46,292	46,783	(492)	-1.1%

Finance cost for the period ended 31 March 2025 amounts to € 46,292 thousand and is substantially unchanged compared to the corresponding amount at 31 March 2024 (€ 46,783 thousand).

7. MONETARY GAIN (LOSS)

Monetary net gain amounted to € 11,259 thousand for the interim consolidated financial statements as at 31 March 2025 and is recognised following the application of IAS 29 'Financial Reporting in Hyperinflationary Economies' in respect of the TeamSystem Group's subsidiaries operating in Turkey. Such monetary gain refers almost exclusively to the revaluation of assets (and the resulting deferred tax liabilities) that were valued in the Mikro Group's purchase price allocation process.

8. CONSOLIDATED STATEMENT OF CASH FLOWS

As regards the more significant components of the statement of cash flow, below a description of the main factors impacting the Group's cash flows during the first three months of 2025.

Cash flows from operating activities amount to € 106,104 thousand for the period ended 31 March 2025, increasing by € 34,711 thousand, compared to the corresponding flows for the period ended 31 March 2024 (€ 71,392 thousand).

Cash flows from investing activities changed from negative € 19,352 thousand in the period ended 31 March 2024 to negative € 116,145 thousand for the corresponding period of 2025.

The main investment activities for the first three months of 2025 are related to:

- capitalized development costs and capital expenditures on tangible and intangible assets, see "Capital expenditure" section;
- the cash-out paid for the acquisition (mainly consisting in Golden Soft, Multifatture, Horizon, Muscope Cybersecurity and Alpha Team).

Cash flows from financing activities changed from negative € 35,614 thousand in the period ended 31 March 2024 to positive € 8,867 thousand for the corresponding period of 2025.

The main cash items occurred in the first three months of 2025 are attributable to:

- the draw down of the revolving credit facility (for further information see Note 15);
- the payment of IFRS16 leases liabilities, consisting of principal and interests;
- the adjustments of considerations paid in relation to recent acquisitions of investments and the payments for acquisition of further equity interests in already controlled companies via the execution of existing put-call contracts;
- the payment of Interests on Notes;
- the collection of interest on derivative instruments.

9. TANGIBLE ASSETS

NET BOOK VALUE				
	31 Mar 2025	31 Dec 2024	Change	% Change
Land	298	298		
Buildings	1,007	1,029	(22)	-2.1%
Plant and machinery	4,558	1,846	2,712	146.9%
Equipment	637	686	(49)	-7.1%
Other assets	12,952	11,805	1,147	9.7%
Total	19,453	15,664	3,788	24.2%

At 31 March 2025 Tangible fixed assets amount to € 19,453 thousand, with an increase of € 3,788 thousand compared with the balance recorded at 31 December 2024 (€ 15,664 thousand).

10. INTANGIBLE ASSETS

NET BOOK VALUE				
	31 Mar 2025	31 Dec 2024	Change	% Change
Capitalised development	66,602	64,900	1,701	2.6%
IFRS Assets	1,108,257	1,152,261	(44,004)	-3.8%
Other intangible assets	45,311	38,539	6,772	17.6%
Total	1,220,169	1,255,699	(35,530)	-2.8%

Intangible assets have gone from € 1,255,699 thousand at 31 December 2024 to € 1,220,169 thousand at 31 March 2025, with a decrease of € 35,530 thousand resulting from the aggregate of disposals, additions, capitalised development costs and amortisation for the period ended 31 March 2025.

IFRS assets include intangible assets identified on allocation of the price paid for the acquisition of TeamSystem Group and other subsidiaries (Software, Brands, Customer relationships and other IFRS assets).

11. RIGHT OF USE

As at 31 March 2025 Right of use amounts to € 83,752 thousand, up by € 48,121 thousand compared to the balance as at 31 December 2024 (€ 35,631 thousand). This increase is due to the setting-up of the new headquarter in Milan. Right of use consists of the present value of future payments for the right of use of leased assets (mainly buildings and company cars) arising from the application of IFRS 16.

12. GOODWILL

Goodwill at 31 March 2025 amounts to € 2,470,604 thousand with an increase of € 161,164 thousand compared to the balance at 31 December 2024 (€ 2,309,440 thousand) mainly due to the acquisitions of new subsidiaries occurred in the first three months of 2025.

Goodwill consists of the excess of the consideration paid by the shareholders over the fair value of the assets acquired and the liabilities assumed.

In terms of Impairment test, the line-item Goodwill is subjected annually (or more frequently if certain events or circumstances indicate potential impairment) to impairment testing and TeamSystem Group will postpone a more thorough analysis with impairment testing to 31 December 2024.

13. INVESTMENTS IN ASSOCIATES AND OTHER INVESTMENTS

	31 Mar 2025	31 Dec 2024	Change	% Change
Investments in Associates	1,558	1,558		
Other Investments	451	313	138	44.2%
Total	2,009	1,871	138	7.4%

The balance of Investments in Associates and Other investments changed from € 1,871 thousand at 31 December 2024 to € 2,009 thousand at 31 March 2025, with an increase of € 138 thousand mainly due to forex exchange movements.

14. DEFERRED TAX ASSETS AND LIABILITIES

	31 Mar 2025	31 Dec 2024	Change	% Change
Deferred tax assets	18,894	17,779	1,116	6.3%
Deferred tax liabilities	270,970	280,704	(9,734)	-3.5%

At 31 March 2025 Deferred tax assets amount to € 18,894 thousand, up by € 1,116 thousand compared to the balance at 31 December 2024 (€ 17,779 thousand).

The main components for which the Group companies have recognised deferred tax assets relate to the allowance for bad debts, the provisions for risks and charges, tax step-up of goodwill and other items.

At 31 March 2025 Deferred tax liabilities amount to € 270,970 thousand with a decrease of € 9,734 thousand compared to the balance at 31 December 2024 (€ 280,704 thousand).

The Deferred tax liabilities are almost entirely related to the valuation of intangible assets (Software, Brand, Customer relationships, and Other IFRS assets) identified during the purchase price allocation process of acquisition of new companies.

15. FINANCIAL ASSETS AND FINANCIAL LIABILITIES

	31 Mar 2025			31 Dec 2024		
	Current	Non Current	Total	Current	Non Current	Total
Bank accounts and post office	160,441		160,441	167,498		167,498
Cash and bank balances	31		31	31		31
Total Cash and bank balances	160,472	0	160,472	167,529	0	167,529
Loans	102	-	102	2,222	-	2,222
Derivative instruments - assets	4,649	-	4,649	6,655	-	6,655
Others financial accruals	61	-	61	590	-	590
Accruals and prepaid commissions	86	-	86	53	-	53
Other financial assets	3,239	6,647	9,886	1,258	6,512	7,770
Total Other financial assets	8,138	6,647	14,785	10,778	6,512	17,290
Loans with banks	(45,877)	(1,928)	(47,805)	(844)	(2,022)	(2,866)
Finance leases liabilities	(10,716)	(74,361)	(85,077)	(10,716)	(26,096)	(36,812)
Notes	(35,213)	(2,150,000)	(2,185,213)	(27,991)	(2,150,000)	(2,177,991)
Financial liabilities with other institutions	(3,805)	-	(3,805)	(2,575)	-	(2,575)
Dividends to be paid	(40)	-	(40)	(40)	-	(40)
Total Financial liabilities	(95,651)	(2,226,289)	(2,321,940)	(42,166)	(2,178,118)	(2,220,283)
Financing Fees - notes	-	33,067	33,067	-	35,090	35,090
Financing Fees - banks	3,649	-	3,649	-	3,803	3,803
Total Financing Fees	3,649	33,067	36,716	0	38,893	38,893
Liabilities to non controlling shareholders of subsidiaries	(122,780)	(111,761)	(234,542)	(112,676)	(95,123)	(207,799)
Commissions financial liabilities	(194)	-	(194)	(270)	-	(270)
Other financial accruals	-	-	-	(6)	-	(6)
Cash pooling liabilities	(232)	-	(232)	(785)	-	(785)
Total Other financial liabilities	(123,206)	(111,761)	(234,967)	(113,737)	(95,123)	(208,860)
Total	(46,598)	(2,298,336)	(2,344,935)	22,404	(2,227,836)	(2,205,432)

■Lease liabilities

The financial debt for leases at 31 March 2025 amounted to € 85,077 thousand. This liability reflects the financial liability recognised as a result of accounting for leases under IFRS 16.

■2028 Fixed Rate Notes, 2028 Floating Rate Notes, 2031 Notes and 2032 PIYW PIK Toggle Notes

To finance the acquisition of the TeamSystem Group, in February 2021, **Brunello Bidco S.p.A. ("Issuer SSN")** issued:

- senior secured fixed rate notes (ISIN XS2295691476 - XS2295690742) with a total nominal value of € 300 million maturing on 15 February 2028 ("**2028 Fixed Rate Notes**"). The 2028 Fixed Rate Notes bear interest at a fixed rate of 3.50%, payable semi-annually in arrears on 15 April and 15 October, starting from 15 October 2021.
- senior secured floating rate notes (ISIN XS2295692102 - XS2295691633) with a total nominal value of € 850 million maturing on 15 February 2028 ("**2028 Floating Rate Notes**"). The 2028 Floating Rate Notes bear interest at a rate equal to 3-month Euribor - with a floor of 0.00% - plus an annual spread of 3.75%, payable quarterly in arrears on 15 January, 15 April, 15 July, and 15 October, starting from 15 July 2021.

Both the 2028 Fixed Rate Notes and the 2028 Floating Rate Notes are listed on the Luxembourg Stock Exchange and admitted to trading on the Euro MTF Market.

The merger between Brunello Bidco S.p.A., Barolo Luxco 1 S.p.A., TeamSystem Holding S.p.A. and TeamSystem S.p.A. was completed on 26 October 2021 ("Merger Date"). The surviving company from the above-mentioned merger is TeamSystem S.p.A., which, by virtue of the merger and from the Merger Date, assumed all obligations of the Issuer SSN in relation to the 2028 Fixed Rate Notes and the 2028 Floating Rate Notes.

Brunello Midco 2 S.p.A. ("PIK Issuer"), which changed its company name to TeamSystem Holdco 3 S.p.A. with effect from 17 December 2021, issued:

- Senior Floating Rate Pay-If-You-Want PIK toggle notes (ISIN: IT0005619686) with a total nominal value of € 300 million, maturing on 18 November 2032 (the "**2032 PIYW PIK Toggle Notes**"). The PIK Issuer pays interest on the PIK Toggle Notes 2032 in cash (6-month Euribor with a 0.00% floor), plus a cash margin (calculated based on the consolidated net leverage ratio of the PIK Issuer), or in kind (6-month Euribor with a 0.00% floor), plus a cash margin (calculated based on the consolidated net leverage ratio of the PIK Issuer), or a combination of both, at the discretion of the PIK Issuer. The 2032 PIYW PIK Toggle Notes accrue semi-annual interest payable on the third business day following 15 April and 15 October each year.

The 2032 PIYW PIK Toggle Notes are listed on the multilateral trading system of the Vienna Stock Exchange.

The fees and costs incurred for the issuance of the 2028 Fixed Rate Notes, the 2028 Floating Rate Notes, and the 2032 PIYW PIK Toggle Notes have been accounted for as Financing Fees and amortised on a pro-rata basis over the contractual term of the respective series of Notes.

TeamSystem S.p.A. issued:

- On 29 July 2024, senior secured floating rate notes (ISIN XS2864287540 - XS2864287466) were issued with a total nominal value of € 700 million, maturing on 31 July 2031 (the “**2031 Notes**” and, together with the **2028 Fixed Rate Notes and the 2028 Floating Rate Notes**, the “**TeamSystem Notes**”). The 2031 Notes bear interest at a rate equal to 3-month Euribor - with a floor of 0.00% - plus a spread of 3.50%, payable quarterly in arrears on 15 January, 15 April, 15 July, and 15 October each year, starting from 15 October 2024.

The fees and costs incurred for the issuance of the 2031 Notes have been accounted for as Financing Fees and amortised on a pro-rata basis over the contractual term of the respective series of Notes.

Collateral

The obligations arising from the **TeamSystem Notes** and the **RCF**, as modified and amended by the **RCF Amendment** (as described below), are secured by the following guarantees:

- a pledge on the entire share capital of TeamSystem S.p.A., originally granted on 30 March 2021 and confirmed and extended from time to time;
- a pledge on the Italian bank accounts of TeamSystem S.p.A., originally granted on 12 November 2021 and confirmed and extended from time to time.

The obligations arising from the **2032 PIYW PIK Toggle Notes** are secured by the following guarantees:

- a pledge on the entire share capital of the PIK Issuer, granted on 18 November 2024;
- a pledge on the entire share capital of TeamSystem S.p.A., originally granted on 30 March 2021 and confirmed and extended from time to time;

The **TeamSystem Notes** were originally guaranteed (and continue to be guaranteed) by the PIK Issuer.

The **RCF** credit facility (as illustrated below) was originally guaranteed by Brunello Bidco S.p.A. and the PIK Issuer and, following the reverse merger, is now guaranteed by TeamSystem S.p.A. and the PIK Issuer.

Revolving Credit Facility

On 27 January 2021, Brunello Bidco S.p.A. (now merged into TeamSystem S.p.A.) negotiated a revolving credit facility (“**RCF**”) with a principal amount of € 180 million and a maturity date of 18 August 2027.

In connection with the issuance of the 2031 Notes, in July 2024, certain lenders affiliated with the initial purchasers of the 2031 Notes entered into an amendment and restatement agreement for the revolving credit facility (the “**RCF Amendment**”). Under this agreement, the total commitments under the RCF were increased from € 180.0 million to € 300.0 million, and the maturity date was extended to the earlier of (x) 31 January 2031 and (y) the date falling six months prior to the maturity of the 2031 Notes, subject to certain provisions related to early maturity. Furthermore, under the RCF Amendment, the interest rate payable on the RCF is equal to the Euro Interbank Offered Rate (Euribor) for euro-denominated loans, the compounded Sterling Overnight Index Average (SONIA) rate for loans denominated in British pounds, and the Term Secured Overnight Financing Rate (Term SOFR) for loans denominated in US dollars, as applicable, with a floor of 0.00%, plus a spread, calculated quarterly based on certain contractual parameters.

The costs incurred for obtaining the RCF have been accounted for as financing fees and are amortised on a straight-line basis over the contractual term of the credit facility.

Interest Rate Swaps – Financial derivative assets / liabilities

With the aim of reducing the risk of market interest rate fluctuations associated with the Floating Rate Notes, in April 2022, TeamSystem S.p.A. entered into two interest rate swap contracts with a total notional amount of € 700 million and with a termination date of 15 December 2025. The change in fair value of the interest rate swaps has been recognised in profit or loss for the reporting period ended 31 March 2025.

Euro Million

Risk Hedged	Hedged item	Company	Notional	Fair value 31 Mar 2025
Change in interest rate	Floating Rate Notes	TeamSystem S.p.A.	425.0	2.8
Change in interest rate	Floating Rate Notes	TeamSystem S.p.A.	275.0	1.8
Total			700.0	4.7

■ **Liabilities to non-controlling shareholders of subsidiaries**

Liabilities to non-controlling shareholders of subsidiaries (€ 234,542 thousand at 31 March 2025) relate to put and call options and/or earn-outs and/or deferred consideration due to non-controlling interest holders of certain consolidated subsidiaries. The most significant liabilities relate to the following companies: Mikro, My Expenses, Change Capital, Multidialogo, Horizon (just to name the main ones).

The liabilities to non-controlling shareholders of subsidiaries paid in the first three months of 2025 amount to € 10,238 thousand and mainly relate to the acquisition of further interests and/or the payment of earn-outs and/or deferred consideration relating to investments in the following companies: Mikro, Clementine.

16. INVENTORIES

	31 Mar 2025	31 Dec 2024	Change	% Change
Raw and ancillary materials	412	417	(4)	-1.0%
Finished products and goods	2,782	2,793	(11)	-0.4%
Advances	2	57	(55)	-96.8%
(Allowance for slow-moving inventory)	(1,235)	(1,223)	(13)	1.1%
Total	1,961	2,043	(83)	-4.1%

At 31 March 2025 Inventories amount to € 1,961 thousand, substantially unchanged compared to the balance at 31 December 2024 (€ 2,043 thousand).

17. TRADE RECEIVABLES

	31 Mar 2025	31 Dec 2024	Change	% Change
Trade receivables	505,054	240,331	264,723	n.s.
(Allowance for bad debts)	(27,875)	(26,816)	(1,060)	4.0%
Total	477,178	213,516	263,663	n.s.

At 31 March 2025 Trade receivables (net of Allowance for bad debts) amount to € 477,178 thousand. The balance of this line item is affected by the seasonality of billings for subscription fees that characterises the business of the Group.

Trade receivables are recorded net of an Allowance for doubtful debts of € 27,875 thousand, that has been posted in the accounts after having analysed the specific risk associated with doubtful balances. The balance of Allowance for bad debts is the aggregate of utilisations, accruals and any other movements.

18. TAX RECEIVABLES

	31 Mar 2025	31 Dec 2024	Change	% Change
Tax credits	237	134	103	77.3%
Other tax receivables	530	501	29	5.7%
Advances and credit on income taxes	245	693	(448)	-64.6%
Total	1,012	1,328	(316)	-23.8%

At 31 March 2025 Tax receivables amount to € 1,012 thousand, down by € 316 thousand compared to the balance at 31 December 2024 (€ 1,328 thousand).

19. OTHER CURRENT RECEIVABLES

	31 Mar 2025	31 Dec 2024	Change	% Change
VAT receivables	3,279	204	3,075	n.s.
Deposits	7,883	7,843	40	0.5%
Receivables from employees	225	563	(337)	-60.0%
Other receivables - current	15,513	40,480	(24,967)	-61.7%
Accrued income	86	69	17	25.4%
Prepayments	47,529	42,280	5,249	12.4%
Total	74,517	91,439	(16,922)	-18.5%

At 31 March 2025 the Other current receivables balance amounts to € 74,517 thousand, down by € 16,922 thousand compared to the 31 December 2024 balance (€ 91,439 thousand). The change is mainly due to the movement in the line-item:

- Prepayments (increase of € 5,249 thousand), because of the seasonality of the business of the Group;
- Other receivables (decrease of € 24,967 thousand) mainly due to the decrease in advances paid for acquisitions of companies;

20. TOTAL EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY

	Share capital	Other reserves	Retained earnings (accumulated losses)	Profit (Loss) attributable to Owners of the Company	Equity attributable to Owners of the Company	Equity attributable to Non controlling interests	TOTAL EQUITY
31 Dec 2024	14,597	1,121,181	(571)	(109,408)	1,025,799	1,081	1,026,880
Profit (Loss) allocation		(109,003)	(405)	109,408	0		0
Acquisition of minority interests in subsidiaries		(463)			(463)	364	(99)
Profit (Loss) for the period				(2,540)	(2,540)	37	(2,503)
Other Profit (Loss) on Comprehensive income		(20,506)			(20,506)	0	(20,506)
31 Mar 2025	14,597	991,209	(976)	(2,540)	1,002,290	1,482	1,003,771

As at 31 March 2025 the Group's equity amounts to € 1,002,290 thousand.

21. STAFF LEAVING INDEMNITY

	31 Mar 2025	31 Dec 2024	Change	% Change
Staff leaving indemnity	33,719	32,464	1,255	3.9%
Total	33,719	32,464	1,255	3.9%

At 31 March 2025 Staff leaving indemnity amounts to € 33,719 thousand, up by € 1,255 thousand compared to the balance at 31 December 2024 (€ 32,464 thousand). The balance is the aggregate of utilisations, accruals and any other movements.

22. PROVISIONS FOR RISKS AND CHARGES

	31 Mar 2025	31 Dec 2024	Change	% Change
Provision for pension and similar obligation	1,948	1,835	114	6.2%
Provision for litigations	19,701	20,757	(1,056)	-5.1%
Other provision for risks and charges	3,300	3,975	(676)	-17.0%
Total	24,949	26,567	(1,617)	-6.1%

At 31 March 2025 Provisions for risks and charges amount to € 24,949 thousand, down by € 1,617 thousand compared to the balance at 31 December 2024 (€ 26,567 thousand). The balance is the aggregate of utilisations, accruals and any other movements.

Note that the Group companies are not party to any additional litigations or disputes worthy of note (in terms of contingent liabilities) other than those already reflected by the figures in the interim financial statements.

23. OTHER CURRENT AND NON-CURRENT LIABILITIES

	31 Mar 2025	31 Dec 2024	Change	% Change
VAT liabilities	16,441	7,047	9,394	n.s.
Withholdings liabilities	13,946	8,715	5,231	60.0%
Employees payables and Social security liabilities - current	45,043	51,239	(6,196)	-12.1%
Advances	679	908	(228)	-25.2%
Other liabilities	1,585	1,915	(330)	-17.2%
Accrued liabilities	307	457	(150)	-32.8%
Deferred revenues	490,403	187,721	302,682	n.s.
Other current liabilities	568,404	258,003	310,402	n.s.
Social security liabilities - non current	278	290	(12)	-4.2%
Other tax liabilities - non current	8	8	-	0.0%
Other non current liabilities	285	298	(12)	-4.10%
Total Other liabilities	568,690	258,300	310,389	n.s.

At 31 March 2025 Other current liabilities amount to € 568,690 thousand, up by € 310,389 thousand compared to the balance at 31 December 2024 (€ 258,300 thousand).

This increase is substantially due to the seasonality of billings for subscription fees that characterises the business of the Group and results in the increase in deferred revenues.

At 31 March 2025 Other non-current liabilities amount to € 285 thousand (€ 298 thousand at 31 December 2024) and relate primarily to balances pertaining to the subsidiary TeamSystem S.p.A..

24. CURRENT TAX LIABILITIES

	31 Mar 2025	31 Dec 2024	Change	% Change
Income tax payables	34,631	21,109	13,522	64.06%
Other tax liabilities	481	128	353	n.s.
Total	35,112	21,237	13,875	65.3%

At 31 March 2025 Current tax liabilities amount to € 35,112 thousand, up by € 13,875 thousand compared to the balance at 31 December 2024 (€ 21,237 thousand).

25. RECONCILIATION OF NET FINANCIAL INDEBTEDNESS – TeamSystem Holdco S.p.A. – TeamSystem Holdco 3 S.p.A. – TeamSystem S.p.A.

In the table below, we provide a reconciliation of the net financial indebtedness between the consolidated accounts of TeamSystem Holdco S.p.A., the consolidated accounts of TeamSystem Holdco 3 S.p.A. and the consolidated accounts of TeamSystem S.p.A., being the net financial indebtedness the only material difference between these three consolidated accounts.

RECONCILIATION OF NET FINANCIAL POSITION TEAMSYSTEM HOLDCO GROUP vs TEAMSYSTEM SPA GROUP	TEAMSYSTEM HOLDCO CONSOLIDATED	TEAMSYSTEM HOLDCO STAND ALONE NET OF INTERCOMPANY	TEAMSYSTEM HOLDCO 1 STAND ALONE NET OF INTERCOMPANY	TEAMSYSTEM HOLDCO 2 STAND ALONE NET OF INTERCOMPANY	TEAMSYSTEM HOLDCO 3 CONSOLIDATED	TEAMSYSTEM HOLDCO 3 STAND ALONE NET OF INTERCOMPANY	TEAMSYSTEM SPA CONSOLIDATED
Other financial assets	14,785	998	-	-	13,787	12	13,775
Cash and bank balances	160,472	33	69	23	160,347	38	160,310
Financial liabilities with banks and other institutions	(2,520,192)	(998)	-	-	(2,519,193)	(304,115)	(2,215,078)
TOTAL	(2,344,935)	33	69	23	(2,345,059)	(304,066)	(2,040,994)

□ □ □

**On behalf of the Board of Directors of
TeamSystem Holdco S.p.A.
Tommaso Cohen**



