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Consolidated Financial Statements

2024

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Consolidated statement of financial position

For the year ended 31 December 2024

All figures in Thousand Euro	Notes	31.12.2024	31.12.2023 Restated
Goodwill	3	318.370	325.127
Other Intangible assets	4	82.755	80.612
Property, plant and equipment	5	22.480	34.652
Right-of-use assets	6	116.215	108.352
Investments in associates and joint ventures	7	36.235	32.453
Non-current financial assets	8	6.255	8.103
Derivative financial Instruments	8	172	543
Net employee defined benefit assets	19	5.528	5.111
Deferred tax assets	31	26.309	32.998
Non-current assets		**614.318**	**627.951**
Inventories	9	2.238	4.056
Trade and other receivables	10	284.694	308.807
Contract assets	11	7.555	12.831
Deferred charges and accrued income	12	30.555	26.489
Income tax receivables	31	9.285	11.177
Cash and cash equivalents	13	96.901	104.641
Current assets		**431.226**	**468.001**
TOTAL ASSETS		**1.045.545**	**1.095.951**

All figures in Thousand Euro	Notes	31.12.2024	31.12.2023 Restated
Issued capital		72.939	109.699
Retained earnings		196.224	155.624
Actuarial gains & losses		3.258	3.784
Currency translation adjustments		- 4.719	153
Equity attributable to owners of the Company	**14**	**267.702**	**269.260**
Non-controlling interests	**15**	**16.328**	**4.260**
Loans and borrowings	16	180.931	163.396
Loans from Shareholders	16	25.417	30.823
Non-current lease liabilities	6	82.635	80.633
Non-current provisions	17	532	1.002
Other non-current liabilities	18	584	5.202
Non-current employee benefit liabilities	19	11.954	11.222
Derivative financial Instruments	8	675	-
Deferred tax liabilities	31	11.224	14.485
Non-current liabilities		**313.951**	**306.763**
Trade and other payables	20	144.110	138.158
Contract liabilities	21	21.718	15.857
Deferred income and accrued charges	22	20.086	38.199
Loans and borrowings	16	105.979	71.375
Loans from Shareholders	16	12.500	103.469
Lease liabilities	6	36.474	30.136
Provisions	17	715	1.161
Other current liabilities	18	2.286	7.299
Employee benefit obligations	19	101.957	109.901
Income tax payable	31	1.740	112
Current liabilities		**447.565**	**515.668**
TOTAL LIABILITIES		**1.045.545**	**1.095.951**

The comparative figures as at 31 December 2023 have been restated due to finalisation of provisional amounts related to a business combination (see Note 33).

Consolidated statement of profit or loss

For the year ended 31 December 2024

All figures in Thousand Euro	Notes	31.12.2024	31.12.2023
Revenue	**23**	**1.314.162**	**988.310**
Other operating income	24	27.899	131.598
Cost of Sales	25	-145.697	-111.926
Employee benefits expenses	26	-653.375	-454.158
Contractor expenses	26	-293.917	-250.418
Depreciation and Amortisations	27	-65.465	-44.083
Other operating expenses	28	-105.944	-91.747
Operating result (EBIT)		**77.664**	**167.576**
Finance income - interest income		3.070	3.187
Finance income - other		16.147	3.283
Finance costs - interest costs		-24.723	-19.289
Finance costs - other		-11.175	-10.843
Financial result	29	**-16.682**	**-23.662**
Share of profit/ loss (-) of associates and joint ventures	7	-5.474	-3.208
Profit/ loss (-) before income tax		**55.509**	**140.707**
Income tax expense	31	-10.995	-7.887
Profit/ loss (-) for the period from continuing operations		**44.513**	**132.820**
Group profit/ loss (-) attributable to shareholders		42.222	133.343
Group profit/ loss (-) attributable to non-controlling interest		2.292	-524
Profit/ loss (-) for the period		**44.513**	**132.820**

Consolidated statement of comprehensive income

For the year ended 31 December 2024

All figures in Thousand Euro		31.12.2024	31.12.2023
Profit/ loss (-) for the period		**44.513**	**132.820**
Items that will not be reclassified subsequently to profit or loss			
Remeasurement gains/ losses (-) on defined benefit obligations	19	-1.021	758
Deferred tax on remeasurement gains/ losses (-) on defined benefit obligations	31	386	-173
Actuarial gains or losses, net of tax		-635	585
Net other comprehensive income/ loss (-) that will not be reclassified to profit or loss in subsequent periods		**-635**	**585**
Items that may be reclassified subsequently to profit or loss			
Exchange differences on translation of foreign operations		-4.876	5
Share of other comprehensive income of equity method investees, net of tax	7	0	68
Net other comprehensive income/ loss (-) that may be reclassified to profit or loss in subsequent periods		**-4.876**	**72**
Other comprehensive income/ loss (-) after tax impact		**-5.511**	**657**
Attributable to:			
Equity holders of the parent		-5.402	657
Non-controlling interests		-109	0

Consolidated statement of changes in equity

For the year ended 31 December 2024

All figures in Thousand Euro	Share capital	Retained earnings	Cumulative translation adjustment	Actuarial gains & losses	Equity attributable to Owners of the Company	Non-controlling interest	Equity
Balance per 1 January 2024	**109.699**	**155.624**	**153**	**3.784**	**269.260**	**4.260**	**273.520**
Profit for the year	0	42.222	0	0	42.222	2.292	44.514
Other comprehensive income/ loss (-) for the year	0	-5	-4.871	-526	-5.402	-109	-5.511
Total comprehensive income for the year	0	42.217	-4.871	-526	36.820	2.183	39.003
Dividends	0	0	0	0	0	-443	-443
Acquisition of subsidiary	0	0	0	0	0	-508	-508
Acquisition/ disposal non-controlling interest	0	0	0	0	0	7.983	7.983
Partial demerger Cegeka Holding into Citymesh Holding	-36.760	-1.554			-38.314	2.854	-35.460
Other movements	0	-64	0	0	-64	0	-64
Balance at 31 December 2024	**72.939**	**196.224**	**-4.719**	**3.258**	**267.702**	**16.329**	**284.031**

All figures in Thousand Euro	Share capital	Retained earnings	Cumulative translation adjustment	Actuarial gains & losses	Equity attributable to Owners of the Company	Non-controlling interest	Equity
Balance per 1 January 2023	**109.699**	**35.842**	**148**	**3.199**	**148.888**	**11.148**	**160.036**
Profit for the year	0	133.343	0	0	133.343	-524	132.820
Other comprehensive income/ loss (-) for the year	0	68	5	585	657	0	657
Total comprehensive income for the year	0	133.411	5	585	134.000	-524	133.477
Dividends	0	0	0	0	0	-649	-649
Acquisition of subsidiary	0	0	0	0	0	-2.541	-2.541
Acquisition/ disposal non-controlling interest	0	-10.085	0	0	-10.085	-6.157	-16.242
Put option on non-controlling interest		-3.445			-3.445	3.445	0
Other movements	0	-98	0	0	-98	-463	-561
Balance at 31 December 2023	**109.699**	**155.624**	**153**	**3.784**	**269.260**	**4.260**	**273.520**

Consolidated statement of cash flows

For the year ended 31 December 2024

All figures in Thousand Euro	Notes	31.12.2024	31.12.2023
Net Income		**39.002**	**133.477**
Adjustments for:			
Share of profit of associates and joint ventures	7	5.474	3.140
Income tax expense	31	10.995	7.887
Net financial cost	29	21.653	16.102
Gain/ loss disposal of equity method investees	32	-18.438	
Depreciation and amortization	3,5,6	65.465	44.083
Gain/ loss in fair value of derivatives	8	1.046	-432
Gain/ loss on disposal of subsidiary	24	821	-123.382
Impairment of goodwill	4		6.000
Remeasurement of contingent consideration	18	-152	837
Increase/ decrease in provisions	17	-1.228	-792
Increase/ decrease in valuation allowance	10	-444	-1.543
Actuarial gains/ losses, net of tax	19	635	-585
Other non-cash items		8.186	
Movements in working capital:			
Decrease/ increase (-) in inventory, trade receivables, contract assets and other assets		63	-10.333
Decrease (-)/ increase in trade and other payables, contract liabilities and other liabilities		-8.578	-9.812
Interest received		3.070	3.187
Interest paid		-21.534	-19.289
Income taxes paid		-11.559	-26.788
Net cash flows from operating activities		**94.477**	**21.757**
Dividends received	7	91	87
Purchase of property, plant and equipment	3	-13.767	-13.259
Purchase of intangible assets	5	-15.998	-9.271
Acquisition of investments in equity method investees or non-consolidated entities	7,8	-17.017	-530
Financing of equity method investees	7,33	-3.730	-18.020
Acquisition of subsidiaries, net of cash acquired	34	-1.006	-139.917
Payment of contingent consideration on previous acquisition of subsidiaries	18	-6.021	-1.240
Receipt of contingent consideration from previous disposal of subsidiaries	10	10.000	
Disposal of subsidiaries, net of cash	24	-3.905	118.141
Net cash flows from investing activities		**-51.353**	**-64.009**
Dividends paid to non-controlling interests	15	-443	-649
Acquisition of non-controlling interests	15		-15.776
Disposal of non-controlling interests	15		535
New loans and borrowings	16	159.789	123.582
Repayment of loans and borrowings	16	-88.307	-50.550
Repayment of financing arrangement of assets			-13.405
New loans from shareholders	16	24.167	38.792
Repayment of loans from shareholders	16	-103.886	-18.915
Repayment of lease liabilities	6,16	-42.185	-28.500
Net cash flows from financing activities		**-50.865**	**35.114**
Net increase/ decrease (-) in cash and cash equivalents		-7.740	-7.138
Cash and cash equivalents at the beginning of the year		104.641	111.781
Cash and cash equivalents at the end of the year	13	**96.901**	**104.641**

Independent auditors' report

Independent auditor's report to the general meeting of Cegeka Holding NV for the year ended 31 December 2024

In the context of the statutory audit of the Consolidated Financial Statements) of Cegeka Holding NV (the "Company") and its subsidiaries (together the "Group"), we report to you as statutory auditor. This report includes our opinion on the consolidated statement of financial position as at 31 December 2024, the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows of the year and the disclosures for the year ended 31 December 2024 and the disclosures including material accounting policy information (all elements together the "Consolidated Financial Statements") as well as our report on other legal and regulatory requirements. These two reports are considered one report and are inseparable.

We have been appointed as statutory auditor by the shareholders' meeting of 27 June 2023, in accordance with the proposition by the Board of Directors following recommendation of the Audit Committee. Our mandate expires at the shareholders' meeting that will deliberate on the Consolidated Financial Statements for the year ending 31 December 2025. We performed the audit of the Consolidated Financial Statements of the Group during 8 consecutive years.

Report on the audit of the Consolidated Financial Statements

Unqualified opinion

We have audited the Consolidated Financial Statements of Cegeka Holding NV, that comprise of Consolidated statement of financial position on 31 December 2024, Consolidated statement of profit or loss, Consolidated statement of comprehensive income, Consolidated statement of changes in equity and the Consolidated statement of cash flows of the year and the disclosures including, material accounting policy information, which show a consolidated balance sheet total of k€ 1.045.545 and of which the consolidated income statement shows a profit for the year of k€ 44.513.

In our opinion, the Consolidated Financial Statements give a true and fair view of the consolidated net equity and financial position as at 31 December 2024, and of its consolidated results for the year then ended, prepared in accordance with the IFRS Accounting Standards as adopted by the European Union and with applicable legal and regulatory requirements in Belgium.

Basis for the unqualified opinion

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

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

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

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

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

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

Our responsibilities for the audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance whether the Consolidated Financial Statements are free from material misstatement, whether due to fraud or error, and to express an opinion on these Consolidated Financial Statements based on our audit. Reasonable assurance is a high level of assurance, but not a guarantee that an audit conducted in accordance with the ISA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Financial Statements.

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

Our responsibilities with regards to the going concern assumption used by the board of directors are described below.

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

- identification and assessment of the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error, the planning and execution of audit procedures to respond to these risks and obtain audit evidence which is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting material misstatements resulting from fraud is higher than when such misstatements result from errors, since fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;

- obtaining insight in the system of internal controls that are relevant for the audit and with the objective to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control;

- evaluating the selected and applied accounting policies, and evaluating the reasonability of the accounting estimates and related disclosures made by the Board of Directors as well as the underlying information given by the Board of Directors;

- conclude on the appropriateness of the Board of Directors' use of the going-concern basis of accounting, and based on the audit evidence obtained, whether or not a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's or Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on audit evidence obtained up to the date of the auditor's report. However, future events or conditions may cause the Company to cease to continue as a going-concern;

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

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

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

Report on other legal and regulatory requirements

Responsibilities of the Board of Directors

The Board of Directors is responsible for the preparation and the content of the Board of Directors' report on the Consolidated Financial Statements.

Responsibilities of the auditor

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

Aspects relating to Board of Directors' report

In our opinion, after carrying out specific procedures on the Board of Directors' report, the Board of Directors' report is consistent with the Consolidated Financial Statements and has been prepared in accordance with article 3:32 of the Code of companies and associations.

In the context of our audit of the Consolidated Financial Statements, we are also responsible to consider whether, based on the information that we became aware of during the performance of our audit, the Board of Directors' report contain any material inconsistencies or contains information that is inaccurate or otherwise misleading. In light of the work performed, there are no material inconsistencies to be reported.

Independence matters

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

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

Hasselt, 3 June 2025

EY Bedrijfsrevisoren BV

Statutory auditor

Represented by

Olaf Janssen *

Partner

* Acting on behalf of a BV/SRL

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Notes to the consolidated financial statements

Note 1: Corporate information

Cegeka Holding NV (hereinafter "the Company") is a Belgian company incorporated on the 11th of September 2017. The Company is domiciled in Belgium with the registered office of the Company established at Kempische Steenweg 307, 3500 Hasselt.

The consolidated financial statements of the Company for the period ended December 31, 2024 comprise the Company and its subsidiaries (together referred to as the "Group" or as "Cegeka" being the trade name of the Group), as well as the interests of the Group in joint ventures and associates. The consolidated financial statements for the period ended December 31, 2024, were authorized for issue by the Board of Directors on 15 May 2025 and will be submitted for approval to the Shareholders' meeting to be held on 3 June 2025.

At Cegeka, we believe in shaping digital together. We don't just deliver technology — we work shoulder to shoulder with our clients to design, build and run resilient digital solutions that drive impact where and when it matters most. Our broad portfolio spans application services, business solutions, quality engineering, data & AI, digital workplaces, cyber resilience, networking & regulatory services, and hybrid cloud. With a strong focus on craftsmanship, we expertly manage legacy systems while accelerating modernization and innovation. Cegeka has a global presence with offices across 17 countries, including the Benelux region, Germany, Austria, France, Italy, Sweden, Denmark, Greece, Romania, Moldova, the United Kingdom, Canada, Colombia, the United States, and India. With over 10,000 employees, the company achieved a consolidated revenue of €1.3 billion in 2024. Founded in 1992 by André Knaepen, who currently serves as chairman of the board, Cegeka is a family-owned company headquartered in Hasselt, Belgium, and led by CEO Stijn Bijnens.

Note 2: Summary of material accounting policies

Basis of preparation

The Consolidated Financial Statements cover the 12-month period from 1 January 2024 to 31 December 2024. They have been prepared in accordance with the International Financial Reporting Standards ('IFRS') as adopted by the European Union and the interpretations as published by the International Accounting Standards Board ('IASB') and the International Financial Reporting Interpretations Committee ('IFRIC').

The consolidated financial statements are presented in euros and all values are rounded to the nearest thousand (€000), except when otherwise indicated. The consolidated financial statements have been prepared on a historical cost basis, except for the following assets and liabilities, which are measured at fair value: derivative financial instruments, put options granted to non-controlling interests and contingent consideration.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of IFRS 2, leasing transactions that are within the scope of IFRS 16, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in IAS 2 or value in use in IAS 36.

The Consolidated Financial Statements have been prepared in accordance with accrual accounting principles on a going concern basis. The preparation of the Consolidated Financial Statements in conformity with IFRS requires significant judgment in the application of accounting policies and the use of certain accounting estimates. Underlying assumptions are based on prior experience, input from third parties, and on other relevant factors. Actual results may vary on the basis of these estimations. Consequently, the assumptions and estimates are regularly revisited and modified as necessary. This note provides further information on the assumptions and estimates relevant to the Group.

New and Amended standards

The following new and amended standards and interpretations became effective for the Group as of 1 January 2024 but had no significant impact on the current consolidated financial statements:

- amendment to IAS 1 'Presentation of Financial Statements: Classification of Liabilities as Current or Non-current' and 'Non-current Liabilities with Covenants' (effective date for Cegeka Group 1 January 2024);

- amendments to IAS 7 and IFRS 7 'Supplier Finance Arrangements' (effective date for Cegeka Group 1 January 2024); and
- amendments to IFRS 16 'Lease Liability in a Sale and Leaseback' (effective date for Cegeka Group 1 January 2024).

Based on preliminary assessments, the Group does not expect any of the upcoming standards, amendments, or IFRIC interpretations to have a material impact on its operations in future reporting periods:

- amendments to IAS 21 - Lack of Exchangeability (applicable as from 1 January 2025);
- amendments to IFRS 9 - Financial Instruments and IFRS 7 - Financial Instruments: Disclosures (applicable as of 1 January 2026);
- annual improvements – Volume 11 (applicable as of 1 January 2026);
- IFRS 18 Presentation and Disclosure in Financial Statements issued (applicable as from 1 January 2027); and
- IFRS 19 Subsidiaries Without Public Accountability: Disclosures (applicable as of 1 January 2027).

The Group is continuing to assess the potential impacts of the initial application of these standards. However, Cegeka expects IFRS 18 to affect its statement of financial position, the structure of its income statement, and its statement of cash flows, primarily due to the new presentation and disclosure requirements introduced by the standard.

Going concern

The directors have, at the time of approving the financial statements, a reasonable expectation that the Group have adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the financial statements.

Use of estimates and judgements

The preparation of Cegeka's consolidated financial statements requires the use of estimates and assumptions to make judgements by Group management. Although these estimates are based on past experience, management's best knowledge of current events and actions that the Group may undertake, actual results may differ from these estimates. The estimates and underlying assumptions are reviewed regularly in order to ensure that they accurately reflect both past experience and the current economic situation.

Key sources of estimation uncertainty incurring a risk of material adjustments in the next financial year are:

- **Recoverable amount of cash generating units including goodwill:** The recoverable amount is the higher of the fair value less costs to sell and the value in use. The value in use is determined based cash flow projections from the financial budget for financial year 2024 which is approved by the Group's Executive Leadership Team and prepared by senior management. To cover a five-year period, the value is in use is based on forecasted cash flows based on estimated growth rates and expected margins derived from actual figures and from forecasts. The cash flow projections beyond the five-year period are extrapolated using a 2% terminal growth rate, consistent with the long-term inflation target in the Eurozone.
- **Recognition and measurement of internally developed intangible assets**: Cegeka invests in internally developed software and applications. An important condition for the recognition of intangible assets related to this is the future economic benefits of these programmes. These future economic benefits are based on estimates by management, which are validated and discussed on a regular basis.
- **Leases – Estimating the incremental borrowing rate**: The Group cannot readily determine the interest rate implicit in its leases, therefore, it uses its incremental borrowing rate ('IBR' hereafter) to measure lease liabilities. The IBR is the interest rate that Cegeka would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset. The Group estimates the IBR using observable data (such as market interest rates), the Group's spread on its facility agreement and certain country-specific parameters.
- **Consolidation principles**: Determining whether Cegeka has control, joint control or significant influence is not based solely on the ownership in the shares but rather on the specific facts and circumstances as agreed in the shareholder agreements. At the time of the IFRS conversion, the Group concluded it was jointly controlling Nexuzhealth (48,57% ownership) and accounted for it as a joint venture. However, in 2024, following changes in the shareholder agreement after contributing a business in kind by Cegeka, the Group obtained control. As a result, Nexuzhealth is fully consolidated as a subsidiary as from the date control was obtained. The Group continues to jointly control Smartschool (50,11% ownership) and accounts for it as a joint venture. Until 31 July 2024, the Group controlled Citymesh (76,66%) and, through Citymesh, jointly controlled the investments in Citymesh Mobile (51%), InSky (49%) and Digi Communications (49%), based on its de facto majority at Citymesh board level and casting vote in case of a deadlock. Following the partial demerger on 31 July 2024, the Group disposed of its controlling interest in the Citymesh subgroup. The Citymesh-related entities are therefore no longer consolidated as from that date.

- **Identification of an asset or group of assets as held for sale, and discontinued operations**: In 2024, the partial demerger of Citymesh was approved by the Board of Directors on 31 July 2024 and resulted in the derecognition of a group of CGUs. This transaction has not been classified as a discontinued operation. Although the demerger involved the disposal of a distinct set of operations, management assessed that the activities of Citymesh do not constitute a separate major line of business or geographical area of operations as defined under IFRS 5. The transaction was accounted for as a distribution to owners, and the resulting impact was recognised directly in equity, in line with the nature of the demerger. By contrast, the 2023 disposal of Cegeka Real Estate Software Solutions BV, which did not occur through a capital transaction but via a sale, resulted in a gain of EUR 123,382k that was presented in the result from continuing operations. In both cases, the disposals did not meet the criteria for discontinued operations, as the activities did not constitute a separate major line of business or geographical area of operations.

- **Fair value measurement of contingent consideration**: Contingent consideration, resulting from business combinations, is valued at fair value at the acquisition date as part of the business combination. When the contingent consideration meets the definition of a financial liability, it is subsequently remeasured to fair value at each reporting date. The determination of the fair value is based on discounted cash flows. The key assumptions take into consideration the probability of meeting each performance target and the discount factor. The contingent consideration, initially recognised at an estimated fair value of EUR 1.975k in 2022, was remeasured to EUR 2.737k as at the 2023 reporting date. In 2024, the liability was settled in cash for EUR 2.527k, resulting in a gain of EUR 210k recognised in profit or loss.

- **Actuarial assumptions related to the measurement of employee benefit obligations and plan assets**: An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, employee turnover, future salary increases, mortality rates and future pension increases. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. The future salary increases on top of inflation and the employee turnover are set at local level by management. The discount rates and inflation rates are set by the actuaries together with management at group level. All assumptions are reviewed at each reporting date by independent actuaries.

- **Deferred tax assets and liabilities as well as current tax expense**: Deferred tax assets are recognised only to the extent that it is probable that future profits will be available against which the tax losses carried forward and any unused tax credits able to be carried forward can be offset. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised. The carrying amount of deferred tax assets is reviewed at each reporting date, based on a five year business model with estimated future profits, starting from the budget of 2024, approved by senior management. The Group recognised deferred tax assets of EUR 20.596k (2023: EUR 27.201k) for tax losses and credits carried forward. The decrease is primarily due to the demerger of Citymesh and their associated tax credits. The current balance at 2024 reporting date mainly consists of tax credits carried forward at CTG and Cegeka Services (formerly Westpole). The Group does not have any unrecognised deferred tax assets related to tax losses carried forward and tax credits carried forward.

Basis of consolidation

The main significant accounting policies applied during the preparation of the consolidated financial statements are presented below. These methods were applied consistently to all previous financial years.

SUBSIDIARIES

Generally, there is a presumption that a majority of voting rights results in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

The contractual arrangement(s) with the other vote holders of the investee:

- Rights arising from other contractual arrangements;

- The Group's voting rights and potential voting rights.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The Group

considers all relevant facts and circumstances in assessing whether it has power over an investee. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with Group accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full in consolidation. Equity and net result attributable to non-controlling shareholders are shown separately in the balance sheet, the income statement and the comprehensive income statement. Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognized directly in equity.

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

BUSINESS COMBINATIONS AND GOODWILL

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, which is measured at acquisition date fair value, and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred and included in 'other operating' expenses.

The Group determines that it has acquired a business when the acquired set of activities and assets include an input and a substantive process that together significantly contribute to the ability to create outputs. The acquired process is considered substantive if it is critical to the ability to continue producing outputs, and the inputs acquired include an organised workforce with the necessary skills, knowledge, or experience to perform that process or it significantly contributes to the ability to continue producing outputs and is considered unique or scarce or cannot be replaced without significant cost, effort, or delay in the ability to continue producing outputs.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

Any contingent consideration to be transferred by the acquirer will be recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of IFRS 9 Financial Instruments, is measured at fair value with the changes in fair value recognised in the statement of profit or loss in accordance with IFRS 9.

Goodwill is initially measured at cost (being the excess of the aggregate of the consideration transferred and the amount recognised for noncontrolling interests and any previous interest held over the net identifiable assets acquired and liabilities assumed). If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in profit or loss.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Where goodwill has been allocated to a cash generating unit (CGU) and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

INVESTMENTS IN JOINT VENTURES AND ASSOCIATED COMPANIES

An associate 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 in control or joint control over those policies. A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

The Group's investments in its associates and joint ventures are accounted for using the equity method. Under the equity method, the investment in an associate or a joint venture is initially recognised at cost. The carrying amount of the investment is adjusted to recognise changes in the Group's share of net assets of the associate or joint venture since the acquisition date. Goodwill relating to the associate or joint venture is included in the carrying amount of the investment.

The income statement reflects the Group's share of the results of operations of the associate or joint venture. Any change in other comprehensive income of those investees is presented as part of the Group's other comprehensive income. In addition, when there has been a change recognised directly in the equity of the associate or joint venture, the Group recognises its share of any changes, when applicable, in the statement of changes in equity. The aggregate of the Group's share of profit or loss of equity accounted investments is shown on the face of the income statement within Share of profit/loss (-) of associates and joint ventures, which represents profit or loss after tax and non-controlling interests in the subsidiaries of the associate or joint venture.

The financial statements of the associate or joint venture are prepared for the same reporting period as the Group. Where necessary, adjustments are made to bring the accounting policies in line with those of the Group. Once the investor's share of losses recognised under the equity method has reduced the investor's investment in ordinary shares to zero, its share of any further losses is applied to reduce the other components of the investor's interest in an associate or joint venture in the reverse order of their seniority, i.e. priority in liquidation (IAS 28.38). Once the investor's interest is reduced to zero, additional losses are provided for, and a liability is recognised, only to the extent that the investor has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture. If the associate or joint venture subsequently reports profits, the investor resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised (IAS 28.39).

Upon loss of significant influence over the associate or joint control over the joint venture, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate or joint venture upon loss of significant influence, or joint control and the fair value of the retained investment and proceeds from disposal, is recognised in profit or loss.

CURRENT VERSUS NON-CURRENT CLASSIFICATION

The Group presents assets and liabilities in the statement of financial position based on current/ non-current classification. An asset is current when it is:

- Expected to be realised or intended to be sold or consumed in the normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period

Or

- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in the normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period

Or

- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Group classifies all other liabilities as noncurrent. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

FAIR VALUE MEASUREMENT

The Group measures financial instruments such as derivatives and earn-outs resulting from business combinations under IFRS 3 at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability

Or

- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

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

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

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements at fair value on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy, as explained above.

- Disclosures for significant accounting judgment, estimates and assumptions
- Quantitative disclosures of fair value measurement hierarchy Note 31
- Financial instruments (including those carried at amortised cost) Note 31
- Contingent consideration Notes 18, 31 and 33.

FOREIGN CURRENCY

Cegeka primarily operates in the eurozone. The Group's consolidated financial statements are presented in euros, which is also the parent company's functional currency. 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. The functional currency of the Swedish subsidiaries is the Swedish krona, that of the Romanian subsidiaries is the Romanian Leu and that of the American subsidiaries is the United States Dollar.

Foreign currency transactions

Transactions denominated in foreign currencies are valued using the exchange rates applicable on the transaction dates. All receivables and liabilities denominated in foreign currencies recognized in the balance sheet at the end of the period are valued at the closing rates. All foreign exchange gains and losses generated by the translation of transactions denominated in foreign currencies are included within finance result.

Translation of financial statements of foreign operations

Assets and liabilities of foreign operations other than equity are translated into euro at exchange rates ruling at the balance sheet date. Income statement items of foreign operations are translated at the average rate for the period. The components of shareholders' equity are translated at historical rates. Resulting exchange differences are booked in other comprehensive income. The main exchange rates for the currencies used to prepare the consolidated financial statements are as follows:

Closing exchange rates 1 EUR =	At 31 December 2024	At 31 December 2023
American Dollar	1,03890	1,10500
Romanian Leu	4,97430	4,97560
Swedish Krona	11,45900	11,09600
Danish Krone	7,45780	7,45290
Moldovan Leu	19,31060	19,35740
Czech Koruna	0,00000	24,72400

Average exchange rates 1 EUR =	2024	2023
American Dollar	1,08210	1,08160
Romanian Leu	4,97460	4,94670
Swedish Krona	11,43090	11,47280
Danish Krone	7,45890	7,45100
Moldovan Leu	19,25330	19,64310
Czech Koruna	25,01920	24,00070

INTANGIBLE ASSETS

Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Intangible assets acquired in a business combination and recognised separately from goodwill are recognised initially at their fair value at the acquisition date (which is regarded as their cost). Subsequent to initial recognition, intangible assets acquired in a business combination are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

Useful life	In years
Software	3 - 5
Licenses	3 - 20
Other intangibles, of which	
Customer Relationships	5 - 10
Supplier contracts	5 - 10

The Group has no intangible assets with indefinite useful lives except for goodwill.

Internally-generated intangible assets

Expenditure on research activities is recognised as an expense in the period in which it is incurred. An internally-generated intangible asset arising from development (or from the development phase of an internal project) is recognised if, and only if, all of the following conditions have been demonstrated:

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

The amount initially recognised for internally generated intangible assets is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally generated intangible asset can be recognised, development expenditure is recognised in profit or loss in the period in which it is incurred and included in the employee benefits expenses.

Subsequent to initial recognition, internally generated intangible assets are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately. During the development stage, these intangibles are tested for impairment on an annual basis. The useful life of software is estimated at between three and five years.

PROPERTY, PLANT, AND EQUIPMENT

Property, plant and equipment are carried at acquisition cost less any accumulated depreciation and impairment losses. Depreciation is recognised on a straight-line basis over the estimated useful life of the assets taking into account any residual value. Property, plant and equipment acquired in a business combination is initially measured at fair value, which thus becomes its deemed cost. Assets under construction are stated at cost, net of accumulated impairment losses, if any.

Useful life	In years
Buildings	5 - 20
Machinery and equipment	4 - 10
Furniture and rolling equipment	4 - 10
Other tangible assets	4 - 10

The residual value, useful life and depreciation method of each asset are reviewed, and adjusted if appropriate, at the end of each reporting period. If the expectations differ from previous estimates, the change is accounted for as a change in accounting estimate.

The gain or loss arising from derecognition of an item of equipment is included in profit or loss when the item is derecognised. The gain or loss arising from derecognition of an item of equipment is determined as the difference between the net disposal proceeds, if any, and the carrying amount of the item. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

LEASES

IFRS 16 sets out the principles for the recognition, measurement, presentation, and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model.

The Group assesses whether a contract is, or contains, a lease, at inception of the contract. The Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets (such as IT equipment and small items of office furniture). For these leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Group uses its incremental borrowing rate.

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day, less any lease incentives received and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated over the shorter period of lease term and useful life of the right-of-use asset as follows:

- Buildings 3 to 15 years;
- Cars, data lines and other equipment 3 to 5 years. The right-of-use assets are presented as a separate line in the consolidated statement of financial position.

The Group applies IAS 36 to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as described in the 'Property, Plant and Equipment' policy.

As a practical expedient, IFRS 16 permits a lessee not to separate non-lease components, and instead account for any lease and associated non-lease components as a single arrangement. The Group has not used this practical expedient. For contracts that contain a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

INVENTORIES

For the Group, Inventories are assets held for sale in the ordinary course of business and measured at the lower of cost (weighted average cost) and net realisable value. Cost comprises direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the inventories to their present location and condition. Net realisable value represents the estimated selling price less all estimated costs of completion and costs to be incurred in marketing, selling and distribution

FINANCIAL INSTRUMENTS

Recognition and measurement

Financial assets and financial liabilities are recognised in the Group's statement of financial position when the Group becomes a party to the contractual provisions of the instrument

Financial assets and financial liabilities are initially measured at fair value, except for trade receivables that do not have a significant financing component which are measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Financial assets and financial liabilities are subsequently measured at either amortised cost, fair value through other comprehensive income (FVOCI), and fair value through profit or loss (FVTPL) depending on its classification.

Debt instruments that meet the following conditions are measured subsequently at amortised cost:

- The financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows
- 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
- Debt instruments that meet the following conditions are measured subsequently at fair value through other comprehensive income (FVTOCI):
- The financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling the financial assets
- 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

All other financial assets are measured subsequently at fair value through profit or loss (FVTPL).

Financial assets at amortised costs

The amortised cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance. The gross carrying amount of a financial asset is the amortised cost of a financial asset before adjusting for any loss allowance.

Loans and receivables are non-derivative financial assets with fixed or determinable payments which are not quoted in an active market and are held to collect contractual cash flows and are expected to give rise to cash flows representing solely payments of principal and interests. The Group's financial assets at amortised costs, less any impairment comprise, unless stated otherwise, trade and other receivables, bills of exchange received, short1term deposits and cash and cash equivalents in the statement of financial position. Loans and receivables are measured at amortised cost using the effective interest method, less any impairment.

Financial assets that are debt instruments, other than those measured at FVTPL, are tested for impairment using the expected credit loss model ('ECL'). For trade receivables and contract assets, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

At each reporting date, the Group measures the impairment loss for financial assets measured at amortized cost (e.g. trade receivables and bills of exchange received) as the present value of the expected cash shortfalls (discounted at the original effective interest rate). Amounts deemed uncollectible are written off against the corresponding allowance account at each balance sheet date.

In assessing collective impairment, the Group uses historical information on the amount of loss incurred, and made an adjustment if current economic and credit conditions were such that the actual losses were likely to be greater or lesser than suggested by historical trends. Additions to and recoveries from the bad debt allowance account related to trade receivables are reported in the income statement.

Financial assets at fair value

Other debt instruments and all equity investments are measured at fair value. Equity investments can either be carried at fair value through profit or loss (FVTPL) or at fair value through other comprehensive income (FVTOCI). This option can be elected on an investment by investment basis and cannot be reversed subsequently. Derivatives are categorized as at FVTPL unless they are designated and effective as hedges.

CASH AND CASH EQUIVALENTS

Cash and cash equivalents in the statement of financial position comprise cash at banks and on hand, that are readily convertible to a known amount of cash and subject to an insignificant risk of changes in value. The carrying amount of these assets is approximately equal to their fair value.

TRADE AND OTHER PAYABLES

Trade and other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

DERIVATIVE FINANCIAL INSTRUMENTS

The Group uses derivatives to hedge mainly its exposure to interest rate risks arising from financing and investing activities. The net exposure of all subsidiaries is managed on a centralized basis by Group Treasury in accordance with the aims and principles laid down by general management. As a policy, the Group does not engage in speculative or leveraged transactions.

Derivatives are initially and subsequently measured at fair value. Their fair value is calculated using standard financial valuation models, based upon the relevant market rates at the reporting date. A derivative with a positive fair value is recognised as a financial asset whereas a derivative with a negative fair value is recognised as a financial liability.

The Group does not apply hedge accounting. However, the derivatives provide effective economic hedges under the Group's risk management policies. Changes in the fair value of any such derivatives are recognized immediately in the income statement.

EMPLOYEE BENEFIT OBLIGATIONS

Defined contribution plans

Contributions to defined contribution plans are recognised as an expense in the income statement when incurred. A defined contribution plan is a pension plan under which the Group pays fixed contributions into a fund. The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

By law, defined contribution pension plans in Belgium are subject to minimum guaranteed rates of return and have to be considered under IFRS as Defined Benefit plans. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.

Defined benefit plans

For defined benefit retirement benefit plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period.

Remeasurements comprising actuarial gains and losses, the effect of the asset ceiling (if applicable) and the return on plan assets (excluding interest) are recognised immediately in the statement of financial position with a charge or credit to other comprehensive income in the period in which they occur. Remeasurements recognised in other comprehensive income to the profit or loss in subsequent periods.

Past service cost are recognised in profit or loss when the plan amendment or curtailment occurs, or when the Group recognises related restructuring costs or termination benefits, if earlier. The Group recognises service costs within profit or loss as cost of sales and administrative expenses.

Gains or losses on settlement of a defined benefit plan are recognised when the settlement occurs. Net interest is calculated by applying a discount rate to the net defined benefit liability or asset. Net interest expense or income is recognised within finance costs.

Defined benefit costs are split into three categories:

- Service costs, which includes current service cost, past service cost and gains and losses on curtailments and settlements
- Net interest expense or income
- Remeasurements

The Group recognises service costs within profit or loss as cost of employee benefits expenses. Net interest expense or income is recognised within finance costs. The retirement benefit obligation recognised in the consolidated statement of financial position represents the deficit or surplus in the Group's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

Other long-term employee benefits

A liability is recognised for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date.

PROVISIONS

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material). When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Onerous contracts

Present obligations arising under onerous contracts (including leases) are recognised and measured as provisions. An onerous contract is considered to exist where the Group has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it.

Disputes and litigations

The provision for litigation represents management's best estimate of probable losses due to ongoing litigation in which the Group is the subject of a legal dispute or legal action brought by a third party. The expected period for the related disbursements depends on the evolution and duration of the underlying legal proceedings.

REVENUE

The Group assesses when signing the contract the goods and services promised in the contract with the customer and identifies as obligations of benefits each promise to transfer to the customer a good or a service (or a set) which is distinct, either a series of goods or separate services that are substantially the same and delivered to the customer at the same rate.

A performance obligation is identified when the following criteria are met:

- Ability to exist separately: the customer can benefit from the good or service in isolation or in combination with other readily available resources
- Distinct within the contract: the promise to provide the good or service to the customer can be identified separately from the other promises contained in the contract if the Group considers that it fulfils its contractual obligations by delivering the promise

concerned independently of the others. Contract promises are not distinct within the contract when, due to their nature, they must be transferred in combination with other promises.

The following revenue streams may represent performance obligations depending on their nature and the interdependence with other promises in the contract:

1. Revenue from recurring services including service level agreements (SLAs), changes, maintenance and support, and subscriptions recognized over the term of the contract;
2. Revenue from loan staff;
3. Revenues from intellectual property licenses are recognized when transferred to the customer.
4. Revenue from projects, either fixed price projects and time and material comprised of the transition phase of a project which comes after the project phase;
5. Revenue from hardware and software resale recognized when the customer obtains control over the software/ equipment;

When the promises identified per revenue stream are not distinct, Cegeka groups them together with other promises until it obtains a promise that is distinct (i.e. a promise of service). The moment of recognition of income relating to a performance obligation is based on the pattern of transfer to the customer of the predominant promise in the offer.

When the contracts include different performance obligations that are not substantially the same, the price of transaction is allocated to the various performance obligations included in the contract in proportion to the specific sales prices.

When another party is involved in the supply of goods or services to the customer, the Group determines for each obligation of performance if the nature of the promise is to provide the goods or services itself (i.e. the Group accts as principal) or to make the necessary arrangements for the third party to do so (i.e. the Group acts as agent). When the Group acts as an agent, only the commission is recognized as revenue.

TAXATION

The income tax expense represents the sum of the current tax and deferred tax

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in profit or loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

A provision is recognised for those matters for which the tax determination is uncertain but it is considered probable that there will be a future outflow of funds to a tax authority. The provisions are measured at the best estimate of the amount expected to become payable. The assessment is based on the judgement of tax professionals within the Company supported by previous experience in respect of such activities and in certain cases based on specialist independent tax advice. Currently, the Group has no provision for an uncertain tax position.

Deferred tax

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, a deferred tax liability is not recognised if the temporary difference arises from the initial recognition of goodwill. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised based on tax laws and rates that have been enacted or substantively enacted at the reporting date.

Deferred tax assets and liabilities are not discounted and are offset when they relate to the same tax entity. They are classified in the balance sheet as non-current assets and liabilities.

Current and deferred tax for the year are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

MISCELLANEOUS

Treasury shares

Own equity instruments that are reacquired (treasury shares) are recognised at cost and deducted from equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments. Any difference between the carrying amount and the consideration, if reissued, is recognised in the share premium.

Cash dividend

The Company recognises a liability to pay a dividend when the distribution is authorised, and the distribution is no longer at the discretion of the Company. As per the corporate laws of the Group, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity

Government Grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

Contingencies

Contingent assets are not recognized in the financial statements. They are disclosed if the inflow of economic benefits is probable. Contingent liabilities are not recognized in the financial statements, except if they arise from a business combination. They are disclosed, unless the possibility of a loss is remote.

Events after the balance sheet date

Events after the balance sheet date which provide additional information about the Company's position as at the balance sheet date (adjusting events) are reflected in the financial statements. Events after the balance sheet date which are not adjusting events are disclosed in the notes if material.

Note 3: Goodwill

For the purpose of impairment testing, goodwill is allocated to the following groups of CGUs (hereafter 'Vessels'), which represents the lowest level within the Group at which goodwill is monitored for internal management purposes.

Goodwill allocation by group of cash-generating units

All figures in Thousand Euro	31.12.2024	Acquisition	Disposal	Impairment	31.12.2023 Restated
Infra	84.561				84.561
Applications	52.545		-28		52.573
Data Solutions	10.396				10.396
Professional Services	53.160				53.160
Business solutions	27.177				27.177
CTG US	34.411				34.411
Cegeka	**262.249**	**0**	**-28**	**0**	**262.277**
NSI	29.438	1.981			27.457
Citymesh	0		-23.691		23.691
Nexuzhealth	26.682	26.682	-11.702		11.702
Smartschool	0				0
Total goodwill (Gross book value)	**318.369**	**28.663**	**-35.421**	**0**	**325.127**

The comparative goodwill balance as at 31 December 2023 has been restated to reflect measurement period adjustments related to the acquisition of CTG. These adjustments resulted in a decrease in goodwill of EUR 37.5 million. See Note 33 for further details.

For acquisitions of the period and the disposal of subsidiaries, we refer to Note 33 'Subsidiaries'. As of the reporting date, the purchase price allocation related to the Group's acquisition of Nexuzhealth in May 2024 has not yet been finalised and remains within the measurement period in accordance with IFRS 3. Accordingly, only provisional goodwill of EUR 26.682k has been recognised. While Cegeka considers the total consideration transferred to be final, the identification and valuation of acquired intangible assets are still in progress.

For the Group's acquisition of CTG in December 2023, the purchase price allocation has now been finalized. As a result, provisional goodwill of EUR 109.1 million has been adjusted to EUR 71.6 million, reflecting a decrease of EUR 37.5 million. CTG continues to be integrated into Cegeka Group's operations and NSI Subgroup operations. The total consideration transferred, now finalised, is EUR 155,907k, reflecting the completed recognition of acquired intangible assets, including customer relationships and the tradename, and their corresponding recognition of deferred tax liabilities. These adjustments have been accounted for retrospectively, and the comparative information for 2023 has been restated accordingly.

The final goodwill has been allocated to the following group of CGUs.

All figures in Thousand Euro	CTG acquisition
Infra	4.330
Applications	13.150
Professional Services	9.105
CTG US	34.411
Cegeka	**60.996**
NSI	10.590
Total goodwill	**71.586**

The impairment tests of goodwill, performed as of December 2024 and December 2023, involve comparing the recoverable amount of each group of CGUs, including goodwill, with its carrying amount. An impairment is recognized if the carrying amount exceeds the recoverable amount. The recoverable amounts are determined based on a value-in-use calculation using cash flow projections from the approved financial budget for the fiscal year 2024, which was approved by the Group's Executive Leadership Team and prepared by senior management.

The value-in-use calculation covers a five-year period, based on forecasted cash flows that reflect estimated growth rates and expected margins derived from actual figures and future forecasts. For the period beyond the five-year forecast, cash flow projections are extrapolated using a long-term growth rate assumption consistent with general economic expectations and the anticipated inflation target for the Eurozone.

Key assumption of value-in-use calculations

The calculations of value in use are most sensitive to the following assumptions:

- Discount rate applied to cash flows (The critical inputs to determine the discount rate are: risk-free rate, cost of equity, cost of debt and target long-term capital structure for the Group). The pre-tax discount rate applied reflects the risk-adjusted rate for the Group's vessels, taking into account both market conditions and the specific risks related to the assets;
- Growth rate of cash flows used beyond the forecasted period, based on long-term inflation expectations and historical growth trends relevant to the vessels' business; and
- Business plan (revenue and EBIT projections based on historical and actual figures as well as forecasts that account for expected efficiency gains and events known to management that could impact the profitability of the vessels).

The Group has conducted a sensitivity analysis of the impairment test to changes in the key assumptions used to determine the recoverable amount for each of the vessels (i.e., the group of CGUs) to which goodwill is allocated. Management believes that any reasonably possible change in the key assumptions on which the recoverable amounts are based would not cause the carrying amount to exceed the recoverable amount of the vessels.

Note 4: Other intangible assets

All figures in Thousand Euro	Software	Licenses	Other intangibles	Total
At cost				
Balance at 1 January 2023	**71.674**	**0**	**8.542**	**80.216**
Additions/ Internally developed	9.078	0	192	9.270
Acquisition of a subsidiary	20.294	0	59.136	79.430
Disposals	-6.081	0	-21	-6.102
Disposal of a subsidiary	-25.113	0	-4	-25.117
Reclassifications	-942	1.100	-158	0
Exchange differences	-2	0	0	-2
Balance at 31 December 2023 - Restated	**68.908**	**1.100**	**67.687**	**137.695**
Additions/ Internally developed	13.711	0	2.287	15.998
Acquisition of a subsidiary	24.877	0	0	24.877
Disposals	-5.887	0	-382	-6.269
Disposal of a subsidiary	-6.548	0	-10.074	-16.621
Reclassifications	519	0	0	519
Exchange differences	184	0	0	184
Balance at 31 December 2024	**95.764**	**1.100**	**59.518**	**156.383**
Accumulated depreciation and impairment				
Balance at 1 January 2023	**-56.759**	**0**	**-1.323**	**-58.082**
Amortisation	-8.018	0	-1.059	-9.077
Acquisition of a subsidiary	-13.026	0	-23	-13.049
Disposals	5.461	0	21	5.482
Disposal of a subsidiary	17.641	0	4	17.645
Reclassifications	538	-1.100	562	0
Exchange differences	-3	0	0	-3
Balance at 31 December 2023 - Restated	**-54.166**	**-1.100**	**-1.818**	**-57.084**
Amortisation	-9.315	0	-9.596	-18.911
Acquisition of a subsidiary	-7.411	0	0	-7.411
Disposals	6.305	0	-89	6.216
Disposal of a subsidiary	3.031	0	1.430	4.460
Reclassifications	-519	0	0	-519
Exchange differences	-214	0	-165	-379
Balance at 31 December 2024	**-62.290**	**-1.100**	**-10.238**	**-73.628**
Net book value				
At 31 December 2024	**33.475**	**0**	**49.280**	**82.755**
At 31 December 2023 - Restated	**14.742**	**0**	**65.869**	**80.611**

The comparative figures as at 31 December 2023 have been restated to reflect measurement period adjustments related to the acquisition of CTG. These adjustments resulted in an increase in intangible assets of EUR 50.209k. Refer to Note 33 for further details.

The total investment in software amounts to EUR 13.711k in 2024 compared to EUR 9.078k in previous reporting period of which EUR 13.024k is internally developed compared to EUR 8.299k in 2023. Cegeka continued to capitalize development costs for its proprietary software solutions, including Capacity (a SaaS solution for managing parking lots and optimizing parking assets), Mobilize (a user-friendly platform for visualizing traffic patterns and simulating, predicting, and evaluating the impact of changes), and Horizon (Cegeka's digital engagement platform for customers and employees). Following the disposal of Cegeka Business Solutions Real Estate Software BV in 2023, the net book value of Dynamics Empire was derecognized in September 2023. In 2024, Cegeka obtained control of the former joint venture Nexuzhealth, resulting in an increase of EUR 17.466k in software related to healthcare. The decrease in intangible assets in 2024 related to the disposal of a subsidiary in 2024 primarily reflects the partial demerger of Citymesh operations.

Note 5: Property, Plant and Equipment

All figures in Thousand Euro	Land and buildings	Machinery and equipment	Furniture and rolling equipment	Tangibles under construction	Total
Cost					
Balance at 1 January 2023	**11.611**	**46.712**	**19.950**	**1.435**	**79.706**
Additions	1.153	3.729	2.007	6.370	13.259
Acquisition of subsidiary/business	8	10.380	7.698	0	18.087
Disposals	-11	-2.373	-2.237	-871	-5.492
Disposal of subsidiary/business	0	-71	-291	0	-362
Reclassifications	0	-335	335	0	0
Exchange differences	0	1	-42	0	-41
Balance at 31 December 2023	**12.762**	**58.043**	**27.419**	**6.934**	**105.157**
Additions	173	4.935	2.515	6.144	13.767
Acquisition of subsidiary/business	0	0	0	0	0
Disposals	-76	-8.114	-2.200	-2.473	-12.862
Disposal of subsidiary/business	0	-13.928	-4.534	-9.909	-28.371
Reclassifications	0	1.393	-1.393	0	0
Exchange differences	0	283	139	0	422
Balance at 31 December 2024	**12.860**	**42.613**	**21.945**	**695**	**78.113**
Accumulated depreciation and impairment					
Balance at 1 January 2023	**-8.301**	**-37.389**	**-11.035**	**0**	**-56.726**
Depreciations for the year	-270	-4.541	-1.954	0	-6.764
Acquisition of subsidiary/business	0	-7.876	-4.097	0	-11.973
Eliminated on disposal of assets	0	2.397	2.193	0	4.590
Disposal of subsidiary/business	0	70	291	0	361
Reclassifications	-8	37	-29	0	0
Exchange differences	0	3	3	0	6
Balance at 31 December 2023	**-8.578**	**-47.299**	**-14.628**	**0**	**-70.505**
Depreciations for the year	-366	-4.893	-2.313	0	-7.571
Acquisition of subsidiary/business	0	0	0	0	0
Eliminated on disposal of assets	75	7.378	2.060	0	9.513
Disposal of subsidiary/business	0	11.090	2.191	0	13.282
Reclassifications	0	-867	867	0	0
Exchange differences	0	-217	-133	0	-350
Balance at 31 December 2024	**-8.869**	**-34.807**	**-11.956**	**0**	**-55.632**
Net book value					
At 31 December 2024	**3.991**	**7.806**	**9.989**	**695**	**22.481**
At 31 December 2023	**4.183**	**10.744**	**12.791**	**6.934**	**34.652**

The most important investment in Property, Plant and Equipment were purchase of hardware and investment datacentre and offices. Decrease is due to the split of Citymesh.

Note 6: Right-of-use assets

Cegeka leases several assets mainly buildings, cars and IT equipment. Cegeka leases land and buildings for its offices. The terms and conditions are negotiated on an individual case basis and contain different clauses. These leases are generally entered into for terms of 3 to 9 years and may contain extension options providing operational flexibility. The Group also leases cars for its employees mainly in Belgium and the Netherlands and for certain employees internationally. These leases generally have lease terms between 3 and 5 years. Finally, Cegeka also leases some of its IT equipment, this equipment is mainly related to the data lines (i.e. dark fibres) and servers in our datacentres in Hasselt and Geleen.

The carrying amounts of the right-of-use assets and their movements during the period are disclosed below:

All figures in Thousand Euro	Buildings	Cars	Data lines and other equipment	Total
Balance at 1 january 2024	**49.562**	**42.585**	**16.205**	**108.352**
Additions	3.928	31.915	9.690	45.533
Disposal and acquisition of subsidiaries	-1.856	629	-2.402	-3.629
Disposals/ modifications/ reassessment	5.580	-789	-17	4.774
Depreciations	-11.981	-20.248	-6.753	-38.982
Exchange differences	158	-2	12	168
Balance at 31 December 2024	**45.391**	**54.090**	**16.735**	**116.216**

All figures in Thousand Euro	Buildings	Cars	Data lines and other equipment	Total
Balance at 1 january 2023	**42.101**	**20.430**	**12.556**	**75.087**
Additions	8.366	26.501	6.910	41.777
Disposal and acquisition of subsidiaries	10.604	9.544	2.209	22.357
Disposals/ modifications/ reassessment	-519	-2.074	6	-2.586
Depreciations	-10.970	-11.814	-5.458	-28.242
Exchange differences	-20	-2	-18	-40
Balance at 31 December 2023	**49.562**	**42.585**	**16.205**	**108.352**

The disposal and acquisitions of subsidiaries during 2024 result in a negative net impact of EUR 3.629k . This includes the demerger of Citymesh (Note 14) and the disposal of Cegeka Czechia (Note 33) offset with the impact of obtaining control of Nexuzhealth (Note 33). The most important impact on Disposals/ modifications/ reassessment is the extension of the lease contract for the datacenter in the Netherlands. This resulted in an increase of EUR 6.855k in lease modifications.

The amounts recognised in profit or loss statement are disclosed below:

All Figures in Thousand Euro	31.12.2024	31.12.2023
Depreciation expense on right-of-use assets	-38.983	-28.702
Interest expense on lease liabilities	-3.189	-1.814
Expense relating to short-term leases	-481	-1.480
Expense related to leases of low value assets	-7.491	-5.979

Note 7: Interests in associates and joint ventures

Cegeka has interests in the following associates and joint ventures:

Type	Name of associate/ joint venture	Place of incorporation and operation	Proportion of ownership interest and voting rights held by the Group	
			31.12.2024	**31.12.2023**
Joint venture	**Nexuzhealth NV**	**Belgium**	**0,00%**	**48,57%**
	Utmerke BV	Belgium	50,11%	50,11%
	Subsidiary: Madoninvest CommV	Belgium	0,00%	50,11%
	Subsidiary: Kaus Borealis CommV	Belgium	0,00%	50,11%
	Subsidiary: SmartBit CommV	Belgium	50,11%	50,11%
Joint venture	**Smartschool (i.e. Utmerke BV and subsidiaries)**	**Belgium**	**50,11%**	**50,11%**
	Citymesh Mobile NV	Belgium	0,00%	39,10%
	Subsidiary: Citymesh Air BV	Belgium	0,00%	39,10%
Joint venture	**Citymesh Mobile NV**	**Belgium**	**0,00%**	**39,10%**
Joint venture	**InSky NV**	**Belgium**	**0,00%**	**37,56%**
Joint venture	**Digi Communications Belgium NV**	**Belgium**	**0,00%**	**37,56%**
Joint venture	**EverESSt NV**	**Belgium**	**33,33%**	**0,00%**
Joint venture	**TV Limburg BV**	**Belgium**	**46,67%**	**0,00%**
Associate	**Vastgoed Software BV**	**The Netherlands**	**42,50%**	**42,50%**

In these consolidated financial statements all of the above associates and joint ventures are accounted for using the equity method as set out in the Group's accounting policies (Note 2). The following table shows the movement of the carrying amount of the Group's interest in associates and joint ventures.

All figures in Thousand EUR	Nexuzhealth	Smartschool	Citymesh joint ventures	EverESSt	TV Limburg	Vastgoed Software	**Interests in associates and joint ventures**
Balance at 01 January 2023	**6.050**	**16.268**	**2.369**	**0**	**0**	**74**	**24.761**
Acquisition of interests in joint ventures	0	0	30	0	0	0	30
Share in total comprehensive income	1.986	952	-6.205	0	0	127	-3.140
Dividends	0	0	0	0	0	-87	-87
Quasi equity commitment	0	0	11.450	0	0	0	11.450
Other	0	0	-561	0	0	0	-561
Balance at 31 December 2023	**8.036**	**17.220**	**7.084**	**0**	**0**	**114**	**32.454**
Acquisition of interests in joint ventures	0	0	0	16.667	350	0	17.017
Share in total comprehensive income	796	1.877	-8.245	-84	109	73	-5.474
Dividends	0	0	0	0	0	-91	-91
Quasi equity commitment	0	0	3.730	0	0	0	3.730
Acquisition of Nexuzhealth going from joint venture to subsidiary	-8.832	0	0	0	0	0	-8.832
Disposal of Citymesh - Partial demerger of Cegeka Holding into Citymesh Holding	0	0	-2.569	0	0	0	-2.569
Balance at 31 December 2024	**0**	**19.097**	**0**	**16.583**	**459**	**96**	**36.235**

Change in the Group’s ownership interest in an associate and joint ventures

In March 2024, Cegeka, together with social secretariats Acerta and Group S, founded the joint venture EvereESSt, with the mission to develop a new payroll engine. The group's acquired stake equals 33.33%, representing an equity value at the foundation of EUR 16.6 million. Furthermore, the Group entered into another joint venture, TV Limburg, in Q1 2024. This is an investment in local independent journalism, as Cegeka sees it as its task to collaborate with other Limburg companies to strengthen regional television. The acquired stake equals 46.67%, representing an equity value at the foundation of EUR 0.75 million. On 31 May 2024, Cegeka acquired an additional 7.53% stake in Nexuzhealth, increasing the Group's ownership to 56.10%. As a result of this acquisition, Cegeka gained control and ceased joint control over Nexuzhealth, leading to a deemed disposal of the joint venture. From 31 May 2024 onwards, Nexuzhealth has been fully consolidated as a subsidiary. At the end of July 2024, the partial demerger of Cegeka Holding NV into the newly founded Citymesh Holding NV took place, resulting in the disposal of all stakes in Citymesh entities, joint ventures, and their activities into that holding. However, the equity in the stand-alone financial statements of the Citymesh joint ventures remains negative due to start-up losses. As a result, the Group included the additional loans provided in 2024 (EUR 3.730k on top of the EUR 11.450k provided in 2023) by Citymesh to Citymesh Mobile as part of the carrying amount of the joint ventures. This inclusion is based on the commitment outlined in the signed Term Sheet between the parties with joint control over the joint ventures, which defines Citymesh's role in the funding structure to prepare for the launch of communications services in the Belgian market.

Financial information of material associates and joint ventures accounted for at equity method

Summarised financial information in respect of each of the Group's material associates and joint ventures at the end of the reporting period are as follows:

1. NEXUZHEALTH

The table below presents the balance sheet and income statement for Nexuzhealth NV under the equity method for the period from January to 31 May 2024, prior to Cegeka obtaining control. As of 31 May 2024, the carrying value of the investment reflects the equity method, which was derecognized following the acquisition of control, refer to Note 33.

All figures in Thousand EUR	31.05.2024	31.12.2023
Intangible assets	17.466	15.430
Right-of-use assets	1.260	1.395
Non-current financial assets	99	99
Net employee defined benefit assets	1	1
Deferred tax assets	587	617
Non-current assets	**19.412**	**17.542**
Trade and other receivables	12.165	9.664
Contract assets	139	337
Deferred charges and accrued income	687	785
Income tax receivable	7	104
Cash and cash equivalents	1.544	2.260
Current Assets	**14.542**	**13.149**
Lease liabilities	791	890
Employee benefit obligations	1.120	1.120
Deferred tax liabilities	315	349
Non-current liabilities	**2.226**	**2.359**
Lease liabilities	436	461
Trade and other payables	6.425	6.167
Contract liabilities	3.459	1.834
Deferred income and accrued charges	649	238
Employee benefit obligations	2.503	3.086
Income tax payable	71	0
Current liabilities	**13.544**	**11.787**
Net assets	**18.184**	**16.544**
Group's share in equity	**8.832**	**8.036**
Goodwill		
Group's carrying amount of the investment	**8.832**	**8.036**

All figures in Thousand EUR	31.05.2024	31.12.2023
Revenue	**15.991**	35.823
Other operating income	118	160
Cost of Sales	-1.629	-3.631
Employee benefits expenses	-3.232	-8.087
Contractor expenses	-4.330	-10.726
Depreciation and Amortisations	-1.983	-3.815
Other operating expenses	-3.119	-5.876
Operating result (EBIT)	**1.818**	**3.846**
Financial result	-60	-156
Profit/ loss (-) before income tax	**1.757**	**3.690**
Income tax expense	-118	258
Profit/ loss (-) for the period	**1.640**	**3.948**
Other comprehensive income/ loss (-) of the period	0	140
Total comprehensive income/ loss (-) of the period	**1.640**	**4.088**
Group's share of total comprehensive income for the year	**796**	**1.986**

2. SMARTSCHOOL (I.E. UTMERKE AND SUBSIDIARIES)

The following table summarizes the financial information of the Smartschool group, based on its IFRS financial statements. The table also reconciles the summarized financial information to the carrying amount of the Cegeka's interest in the Smartschool group.

All figures in Thousand EUR	31.12.2024	31.12.2023
Intangible assets	40.730	42.725
Property, plant and equipment	1.093	1.364
Non-current financial assets	9	9
Deferred tax assets	364	250
Non-current assets	**42.196**	**44.349**
Trade and other receivables	467	203
Deferred charges and accrued income	704	551
Income tax receivable	600	536
Cash and cash equivalents	16.056	14.013
Current Assets	**17.828**	**15.302**
Loans and borrowings	18.100	21.450
Deferred tax liabilities	2.376	2.875
Non-current liabilities	**20.476**	**24.325**
Loans and borrowings	3.350	3.350
Trade and other payables	255	332
Deferred income and accrued charges	8.673	8.380
Employee benefit obligations	341	274
Income tax payable	192	0
Current liabilities	**12.811**	**12.335**
Net assets	**26.737**	**22.990**
Group's share in equity	**19.097**	**17.220**
Goodwill		
Group's carrying amount of the investment	**19.097**	**17.220**

All figures in Thousand EUR	31.12.2024	31.12.2023
Revenue	**12.307**	**11.356**
Other operating income	17	63
Cost of Sales	0	0
Employee benefits expenses	-2.299	-2.146
Contractor expenses	-1.516	-1.238
Depreciation and Amortisations	-2.497	-2.590
Other operating expenses	-767	-658
Operating result (EBIT)	**5.245**	**4.786**
Finance income - interest income	351	160
Finance income - other	1	0
Finance costs - interest costs	-1.176	-2.279
Finance costs - other	-4	-2
Profit/ loss (-) before income tax	**4.418**	**2.665**
Income tax expense	-671	-765
Profit/ loss (-) for the period	**3.746**	**1.900**
Other comprehensive income/ loss (-) of the period	0	0
Total comprehensive income/ loss (-) of the period	**3.746**	**1.900**
Group's share of total comprehensive income for the year	**1.877**	**952**

3. EVERESST

The following table summarizes the financial information of EverESSt, based on its IFRS financial statements. The table also reconciles the summarized financial information to the carrying amount of the Cegeka's interest in the joint venture.

All figures in Thousand EUR	31.12.2024	31.12.2023
Intangible assets	77.132	0
Property, plant and equipment	0	0
Non-current financial assets	0	0
Deferred tax assets	0	0
Non-current assets	**77.132**	**0**
Trade and other receivables	0	0
Deferred charges and accrued income	0	0
Income tax receivable	0	0
Cash and cash equivalents	1.753	0
Current Assets	**1.753**	**0**
Loans and borrowings	28.499	0
Deferred tax liabilities	0	0
Non-current liabilities	**28.499**	**0**
Loans and borrowings	0	0
Trade and other payables	637	0
Deferred income and accrued charges	0	0
Employee benefit obligations	0	0
Income tax payable	0	0
Current liabilities	**637**	**0**
Net assets	**49.749**	**0**
Group's share in equity	**16.583**	**0**
Goodwill		
Group's carrying amount of the investment	**16.583**	**0**

All figures in Thousand EUR	31.12.2024	31.12.2023
Revenue	**0**	**0**
Other operating income	0	0
Cost of Sales	0	0
Employee benefits expenses	0	0
Contractor expenses	-257	0
Depreciation and Amortisations	0	0
Other operating expenses	-21	0
Operating result (EBIT)	**-279**	**0**
Finance income - interest income	38	0
Finance income - other	0	0
Finance costs - interest costs	0	0
Finance costs - other	0	0
Profit/ loss (-) before income tax	**-240**	**0**
Income tax expense	-12	0
Profit/ loss (-) for the period	**-252**	**0**
Other comprehensive income/ loss (-) of the period	0	0
Total comprehensive income/ loss (-) of the period	**-252**	**0**
Group's share of total comprehensive income for the year	**-84**	**0**

4. TV LIMBURG

The following table summarizes the financial information of TV Limburg, based on its IFRS financial statements. The table also reconciles the summarized financial information to the carrying amount of the Cegeka's interest in the joint venture.

All figures in Thousand EUR	31.12.2024	31.12.2023
Intangible assets	47	0
Property, plant and equipment	880	0
Non-current financial assets	0	0
Deferred tax assets	0	0
Non-current assets	**964**	**0**
Trade and other receivables	806	0
Deferred charges and accrued income	5	0
Income tax receivable	0	0
Cash and cash equivalents	174	0
Current assets	**985**	**0**
Loans and borrowings	400	0
Deferred tax liabilities	0	0
Non-current liabilities	**400**	**0**
Loans and borrowings	-4	0
Trade and other payables	384	0
Deferred income and accrued charges	114	0
Employee benefit obligations	73	0
Income tax payable	0	0
Current liabilities	**567**	**0**
Net assets	**983**	**0**
Group's share in equity	**459**	**0**
Goodwill		
Group's carrying amount of the investment	**459**	**0**

All figures in Thousand EUR	31.12.2024	31.12.2023
Revenue	**1.249**	**0**
Other operating income	121	0
Cost of Sales	-354	0
Employee benefits expenses	-326	0
Contractor expenses	-154	0
Depreciation and Amortisations	-40	0
Other operating expenses	-260	0
Operating result (EBIT)	**237**	**0**
Finance income - interest income	0	0
Finance income - other	0	0
Finance costs - interest costs	-4	0
Finance costs - other	-1	0
Profit/ loss (-) before income tax	**233**	**0**
Income tax expense	0	0
Profit/ loss (-) for the period	**233**	**0**
Other comprehensive income/ loss (-) of the period	0	0
Total comprehensive income/ loss (-) of the period	**233**	**0**
Group's share of total comprehensive income for the year	**109**	**0**

Note 8: Non-current financial assets and derivative financial instruments

All figures in Thousand Euro	31.12.2024	31.12.2023
Long-term deposits and receivables	5.486	5.084
Government grant receivable		2.250
Shares in non-consolidated entities	769	769
Derivative financial instruments	172	543
Non-current financial assets and derivative financial instruments	**6.427**	**8.645**

The increase in the long-term deposits and receivables is linked to the assets acquired of CTG (Note 33). The long-term receivables at CTG consist mainly of the fair value amount of life insurance policies on the lives of several former employees. The beneficiary of these plans is CTG. The long-term receivables linked to government grants consist mainly of the grants assigned to Citymesh for their 5G project and drone projects. The shares in non-consolidated entities relate to investments in companies in which the Group owns less than 10% of the shares or when the Group deems the investment immaterial. These investments are accounted for at cost.

Name of non-consolidated company	Place of incorporation and operation	Proportion of ownership interest and voting rights held by the Group	
		31.12.2024	31.12.2023
Flanders Technology & Innovation BV	Belgium	11,10%	11,10%
Consorzio Radio Labs	Italy	16,66%	16,66%
Leansquare SA	Belgium	1,20%	1,20%
Charleroi Entreprendre SA	Belgium	1,12%	1,12%
Ostbelgieninvest AG	Belgium	0,62%	0,62%

Derivative financial instruments

In 2022, Cegeka entered into a 3-year interest rate swap for a notional amount of EUR 55.3 million to cover 50% of the Group's exposure to the variability in cash flows attributable to the long-term interest rate risk associated with the facilities agreement entered into in July 2022. The extension of the Group's facilities agreement in 2023 was driven by the acquisition of CTG, and the Group therefore entered into an additional interest rate swap, also covering 50% of the exposure to interest rate variability. As at December 31, 2024, the outstanding notional amounts under the interest rate swaps amounted to EUR 40.3 million for the original swap (maturing in 2025) and EUR 29.6 million for the new swap (maturing in December 2026). Additionally, at the end of Q2 2024, the Group entered into a 3-year interest rate swap to cover 100% of its exposure to interest rate variability on a new credit facility.

Derivatives not designated as hedging instruments	Maturity	Currency	Notional amount	31.12.2024	31.12.2023
Interest rate swap	Jul-25	EUR	47.762		543
		EUR	40.262	172	
Interest rate swap	Dec-26	EUR	29.626	-282	
Interest rate swap	Jun-27	EUR	50.000	-393	
				-503	**543**

The carrying amount reflects the positive change in fair value of those interest rate swaps that are not designated in hedge relationships, but are, nevertheless, intended to reduce the level of interest rate risk for expected future repayments of outstanding loans and borrowings. The derivatives are measured subsequently at fair value through profit or loss, the net fair value of the interest rate swaps amount to EUR -503k at December 31, 2024 compared to EUR 543k at December 31, 2023. Part of the movement is recognized in the financial result, while the remaining portion is recognized in other operating income, as disclosed in Note 24.

Note 9: Inventories

For the year ended December 31, 2024, inventories amounted to EUR 2.238k, compared to prior year EUR 4.056k, consisting of laptops, tills, routers and other IT related equipment.

Note 10: Trade and other receivables

All figures in Thousand Euro	31.12.2024	31.12.2023 Restated
Trade receivables	282.127	289.633
Loss allowance	-6.675	-6.692
Trade receivables, net	**275.452**	**282.941**
Loan to joint ventures	2.011	7.219
Government grant receivable	23	4.422
Contingent consideration to be received	0	10.000
Other receivable	7.208	4.226
Other receivables, net	**9.242**	**25.867**
Current	**284.694**	**308.807**

The comparative goodwill balance as at 31 December 2023 has been restated to reflect measurement period adjustments related to the acquisition of CTG. These adjustments resulted in a decrease in trade receivables of EUR 466k. See Note 33 for further details.

The ageing analysis of trade receivables and valuation allowances is disclosed below:

All figures in Thousand Euro	31.12.2024 Gross	31.12.2023 Gross
Not overdue	210.707	213.669
Overdue less than 30 days	36.744	44.359
Overdue between 30 and 60 days	12.806	17.834
Overdue for more than 60 days	21.870	13.772
Total	**282.127**	**289.634**

Trade receivables are non-interest bearing and are generally on terms of 30 to 60 days. The Group has recognized a loss allowance of EUR 6.675k at 31 December 2024 compared to EUR 6.692k at 31 December 2023. The majority of the loss allowance relates to the bucket 'Overdue for more than 60 days' of the above table.

In accordance with IFRS 9, the Group has determined the Expected Credit Losses ('ECL'). The ECL on trade receivables are estimated using a provision matrix by reference to past default experience of the debtor and an analysis of the debtor's current financial position, adjusted for factors that are specific to the debtors, general economic conditions of the industry in which the debtors operate and an assessment of both the current as well as the forecast direction of conditions at the reporting date. The Group also assessed whether the historic pattern would change materially in the future and expected no significant impact.

Customer credit risk is managed by each division within the different vessels, subject to the Group's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit rating scorecard and individual credit limits are defined in accordance with this assessment. Outstanding customer receivables and contract assets are regularly monitored and any major new engagement is generally covered by letters of credit or other forms of credit insurance obtained from reputable financial institution.

Valuation allowances on short-term receivables

All figures in Thousand Euro	31.12.2024	31.12.2023
Balance at 1 January	**-6.692**	**-2.242**
Additions	-476	-2.148
Acquired by business combination	0	-3.862
Change in scope	49	16
Non-recoverable amounts (usage)	416	1.453
Reversals	28	90
Balance at 31 December	**-6.675**	**-6.692**

Note 11: Contract assets

All figures in Thousand Euro	31.12.2024	31.12.2023
Contract assets	7.555	12.831
Total contract assets	**7.555**	**12.831**

Analysed as		
Non-current		
Current	7.555	12.831

Contract assets relates to revenue earned from essentially ongoing fixed price projects. As such, the balance of this account vary and depend on the number of projects at year end. Invoicing is done to customers based on a series of performance related milestones and revenue recognition is based on the progress towards completion of the projects. The decrease in 2024 is mainly related to the demerger of Citymesh (EUR 4.705k per year end 2023). Other changers are due to timing differences between revenue recognition, billing and collection, leading to the recognition of trade receivables and contract assets. The contract assets are classified as current as they are expected to be realized as part of Cegeka's normal operating cycle. The majority will thus convert to trade receivables in the next months. The ECL procedures described in Note 10 on trade receivables are also applicable for contract assets. A provision for loss allowance on contract assets is deemed not material considering the short-term nature of this balance and the credit standing of our customers. Unbilled revenue, as part of trade and other receivables (Note 10) generally represents revenue for which the Company has already provided a service or product and has a right to invoice in accordance with the customer agreement but for which the customer has not yet been invoiced and thus relate to unconditional rights to consideration/ payment and are not to be considered contract assets.

Note 12: Deferred charges and accrued income

All figures in Thousand Euro	31.12.2024	31.12.2023
Deferred charges	29.127	24.766
Accrued income	1.427	1.723
Deferred charges and accrued income	**30.555**	**26.489**

The deferred charges mainly exist out of incurred costs for third-party licenses and third-party IT services, which are a component of Cegeka's services to its customers, but will be charged as an expense in later reporting periods. The corresponding deferred income is disclosed in Note 22. The increase in mainly linked to the acquisition of CTG.

Note 13: Cash and cash equivalents

All figures in Thousand Euro	31.12.2024	31.12.2023
Cash at banks	96.896	104.633
Cash on hand	5	8
Cash and cash equivalents	**96.901**	**104.641**

At the end of December 2024, cash at banks also includes term deposits of EUR 12.8 million, compared to EUR 5.9 million last year.

The financial instruments classified as cash and cash equivalents are subject to insignificant risk of changes in value. The cash at banks and on hand are immediately available with the exception of the term deposits. They are convertible into cash within a period of less than 3 months. All cash at banks are held with financial institutions with investment grade credit rating. Therefore, the expected credit loss on cash and cash equivalents is deemed immaterial.

Note 14: Equity

Share capital

	31.12.2024		31.12.2023	
	Number of shares	In thousand EUR	Number of shares	In thousand EUR
At 1 January	**97.667.143**	**109.699**	**97.667.143**	**109.699**
Partial demerger on 31 July 2024	0	-36.760		
At 31 December	**97.667.143**	**72.939**	**97.667.143**	**109.699**

As part of the partial demerger, Cegeka Holding's share capital was adjusted to reflect the transfer of net assets to Citymesh Holding. While the number of shares remained unchanged, the nominal value per share was reduced. Consequently, a portion of the derecognized net assets was recorded as a reduction in share capital, with the remaining balance impacting retained earnings. The table above shows the number of shares and the corresponding share capital as of 31 December 2023 and 31 December 2024, with the adjusted nominal value per share reflected in the statement of changes in equity.

Partial demerger of Cegeka Holding into Citymesh Holding

On 31 July 2024, Cegeka Holding NV underwent a partial demerger, resulting in the transfer of the Citymesh operations into a newly incorporated entity, Citymesh Holding NV. The transaction has been accounted for as a transaction with owners in their capacity as owners. Accordingly, the net assets of the Citymesh business were derecognized directly in equity, with no impact on the consolidated profit or loss. The tables below provide an overview of the net assets derecognized at the date of demerger and the Citymesh subgroup's contribution to the consolidated income statement for the period from 1 January to 31 July 2024.

All figures in Thousand Euro	31.07.2024
Intangible assets	11.984
Property, plant and equipment	15.067
Right-of-use assets	4.736
Investments in associates and joint ventures	2.569
Non-current financial assets	1.546
Deferred tax assets	14.284
Inventories	4.447
Trade and other receivables	24.176
Contract assets	7.659
Deferred charges and accrued income	4.936
Cash and cash equivalents	3.514
Loans and borrowings	-21.809
Loans from shareholders	-16.657
Lease liabilities	-4.756
Other liabilities	-3.433
Deferred tax liabilities	-5.479
Trade and other payables	-10.892
Contract liabilities	-1.833
Deferred income and accrued charges	-15.781
Employee benefit obligations	-2.138
Income tax payable	-370
Attributable goodwill	23.691
Net assets derecognized	**35.460**
of which	
Attributable to owners of the parent	38.314
Attributable to non-controlling interests	-2.854

All figures in Thousand Euro	31.07.2024
Revenue	**34.202**
Other operating income	2.943
Cost of Sales	-15.449
Employee benefits expenses	-7.279
Contractor expenses	-6.424
Depreciation and Amortisations	-3.499
Other operating expenses	-5.892
Operating result (EBIT)	**-1.397**
Financial result	-1.136
Share of profit or loss of associates and joint ventures	-8.245
Profit/ loss (-) before income tax	**-10.778**
Income tax expense	575
Profit/ loss (-) for the period	**-10.203**
Other comprehensive income/ loss (-) of the period	0
Total comprehensive income/ loss (-) of the period	**-10.203**

The table above reflects the standalone contribution of the Citymesh CGUs prior to intercompany eliminations or consolidation adjustments. These results are included in the Group's consolidated income statement up to and including 31 July 2024.

Note 15: Non-controlling interests

At 31 December 2024, non-controlling interests amounted to EUR 16.328k (EUR 4.260k at 31 December 2023). The carrying amount of the non-controlling interests evolved as follows during the financial year:

All figures in Thousand Euro	2024	2023
At 1 January	**4.260**	**11.148**
Share of comprehensive income attributable to non-controlling interests	2.182	-524
Dividends attributable to non-controlling interests	-443	-649
Acquisitions of the year with non-controlling interests	7.475	-2.541
Change in ownership percentages with non-controlling interests	2.854	-6.157
Impact of put options granted to non-controlling interests	0	3.445
Other	0	-462
At 31 December	**16.328**	**4.260**

Proportion of equity interest held by non-controlling interests:

	31.12.2024	31.12.2023
Subgroup Nexuzhealth	43,90%	
Subgroup NSI	25,02%	25,02%
Subgroup Citymesh		23,34%

The carrying amount of the non-controlling interests per subgroup is as follows:

All figures in Thousand Euro	31.12.2024	31.12.2023
Subgroup Nexuzhealth	8.890	0
Subgroup NSI	7.435	6.551
Subgroup Citymesh	0	-2.293
Other	2	2
Total	**16.327**	**4.260**

[1] NSI IT Services & Systems SA and its subsidiaries are collectively referred to as 'Subgroup NSI'. [2] The companies Citymesh Integrator NV (and its subsidiaries), Citymesh Operator NV (and its subsidiaries), and Citymesh Navigator NV (and its subsidiaries) are collectively referred to as 'Subgroup Citymesh'. We refer to Note 33 for a summary of the shares held by the Group.

Subgroup Nexuzhealth

As of 31 May 2024, the Group reclassified its investment in Nexuzhealth from a joint venture to a subsidiary due to a change in control. The carrying amount of the investment at 31 December 2023 and 31 May 2024 is disclosed in Note 7. See also Note 33 (Business Combinations) for further details on the gain on deemed disposal and the fair values of the acquired assets and liabilities assumed, including the non-controlling interest of 43.9%, which was initially recognised at the proportionate share of the net assets acquired.

The carrying amount of the non-controlling interests for Nexuzhealth evolved as follows in 2024:

All figures in Thousand Euro	2024	2023
At 1 January	**0**	**0**
Share of comprehensive income attributable to non-controlling interests	907	0
Dividends attributable to non-controlling interests	0	0
Acquisitions of the year with non-controlling interests	7.983	0
At 31 December	**8.890**	**0**

The summarised financial information of this subgroup for the period from 1 June 2024 to 31 December 2024 is provided below. This information is based on amounts before intercompany eliminations.

All figures in Thousand EUR	31.12.2024
Non-current assets	23.511
Current Assets	18.653
Non-current liabilities	2.755
Current liabilities	19.148
Total equity	**20.261**
Attributable to:	
Equity holders of parent	11.371
Non-controlling interest	8.890

All figures in Thousand EUR	31.12.2024
Revenue	28.724
Operating result (EBIT)	**2.284**
Financial result	-122
Profit/ loss (-) before income tax	**2.162**
Income tax expense	-32
Profit/ loss (-) for the period	**2.130**
Other comprehensive income/ loss (-) of the period	-64
Total comprehensive income/ loss (-) of the period	**2.066**
Attributable to:	
Equity holders of parent	1.159
Non-controlling interest	907

All figures in Thousand EUR	31.12.2024
Cash flows from operating activities	10.381
Cash flows from investment activities	-7.875
Cash flows from financing activities	1.973
Net increase/ decrease (-) in cash and cash equivalents	**4.478**

Subgroup NSI

The carrying amount of the non-controlling interests for Subgroup NSI evolved as follows in 2024:

All figures in Thousand Euro	2024	2023
At 1 January	**6.551**	**5.081**
Share of comprehensive income attributable to non-controlling interests	1.836	1.876
Dividends attributable to non-controlling interests	-443	-406
Acquisitions of the year with non-controlling interests	-508	0
At 31 December	**7.435**	**6.551**

The summarised financial information of this subgroup is provided below. This information is based on amounts before intercompany eliminations.

All figures in Thousand EUR	31.12.2024	31.12.2023
Non-current assets	64.029	34.939
Current Assets	97.194	67.817
Non-current liabilities	43.940	21.285
Current liabilities	77.273	46.931
Total equity	**40.010**	**34.540**
Attributable to:		
Equity holders of parent	32.575	27.989
Non-controlling interest	7.435	6.551

All figures in Thousand EUR	31.12.2024	31.12.2023
Revenue	199.712	192.390
Operating result (EBIT)	**12.527**	**11.547**
Financial Result	-500	-450
Profit/ loss (-) before income tax	**12.027**	**11.097**
Income tax expense	-4.365	-3.779
Profit/ loss (-) for the period	**7.662**	**7.318**
Other comprehensive income/ loss (-) of the period	-324	179
Total comprehensive income/ loss (-) of the period	**7.338**	**7.497**
Attributable to:		
Equity holders of parent	5.502	5.621
Non-controlling interest	1.836	1.876

All figures in Thousand EUR	31.12.2024	31.12.2023
Cash flows from operating activities	10.156	12.311
Cash flows from investment activities	-42.131	-7.473
Cash flows from financing activities	39.213	-2.284
Net increase/ decrease (-) in cash and cash equivalents	**7.238**	**2.554**

Subgroup Citymesh

The non-controlling interest in Citymesh was derecognised as part of the partial demerger on 31 July 2024 (see Note 14). As a result, Citymesh is no longer included in the overview of material non-controlling interests as at 31 December 2024.

Note 16: Loans and borrowings

All figures in Thousand Euro	31.12.2024	31.12.2023
Loans and borrowings	180.931	163.396
Loan from shareholders	25.417	30.823
Lease liabilities	82.635	80.633
Non-current loans and borrowings	**288.982**	**274.853**
Loans and borrowings	105.979	71.375
Loan from shareholders	12.500	103.469
Lease liabilities	36.474	30.136
Current loans and borrowings	**154.953**	**204.980**
Total loans and borrowings	**443.936**	**479.832**

An overview of the main interest-bearing loans and borrowings is shown in the table below:

	Interest rate (%)	Maturity	31.12.2024	31.12.2023
Revolving credit facilities with scheduled repayments - EUR	Euribor + 1,30	July 2027	110.715	130.524
Revolving credit facilities with scheduled repayments - USD	SOFR + 1,55	July 2027	29.061	31.674
Rolling credit facilities with monthly maturity - EUR	Euribor + 1,20		30.200	17.700
Rolling credit facilities with monthly maturity - USD	SOFR + 1,45		7.244	0
Revolving credit facility with scheduled repayments - EUR	Euribor + 1,75	June 2029	50.000	0
Bank loans for working capital purposes	3,00 - 4,43	December 2025	11.892	11.370
Other loans for working capital purposes - NOW (NL)	4,00	December 2027	4.271	5.760
Bank loans - Subgroup NSI	0,66 - 3,45	December 2031	32.652	11.422
Bank loans - Subgroup Citymesh			0	16.548
Factoring			10.875	9.774
Loans and borrowings			**286.910**	**234.771**
Loans from Shareholders	6,00	June 2024	0	101.803
Loans from Shareholders	6,00	August 2028	17.917	20.000
Loans from Shareholders	6,00	June 2028	20.000	0
Loans from Shareholders - Subgroup Citymesh	Euribor + 2,50	December 2030	0	12.490
Loans from Shareholders			**37.917**	**134.292**
Lease liabilities	**0,90 - 7,00**		**119.109**	**110.769**
Total			**443.936**	**479.832**

Changes in liabilities arising from financing activities

All figures in Thousand Euro	At 1 January 2024	Cash flows	Exchange differences	Changes in fair value	New loans and borrowings	Changes in Lease Portfolio	Business combinations	At 31 December 2024
Interest-bearing loans and borrowings	234.771	-88.307	2.193	0	159.789	0	-21.536	286.909
Interest-bearing loan from shareholders	134.293	-103.887	0	0	24.167	0	-16.657	37.916
Lease liabilities	110.769	-42.185	160	0	0	54.047	-3.681	119.110
Derivatives - Interest rate swaps	-543	0	0	1.046	0	0	0	503
Total liabilities from financing activities	**479.290**	**-234.379**	**2.353**	**1.046**	**183.956**	**54.047**	**-41.874**	**444.439**

[1] The category 'Changes in lease portfolio' includes the recognition of new lease contracts, lease modifications, lease extensions, as well as the accrual of interest on lease liabilities over time. This accrual reflects the unwinding of the discount on lease liabilities and is a non-cash movement that is not included in the category 'cash flows'.

The 'Business combinations' column includes the net impact of liabilities assumed in business combinations during the year (i.e. Nexuzhealth and Nubeo; see Note 33), offset by the derecognition of liabilities following the partial demerger of Citymesh on 31 July 2024 (see Note 14) and the disposal of Cegeka Czech Republic (see Note 33) . While in 2023 the 'Business combinations' column solely reflected the impact of liabilities assumed in that year's acquisitions.

All figures in Thousand Euro	At 1 January 2023	Cash flows	Exchange differences	Changes in fair value	New loans and borrowings	Changes in Lease Portfolio	Business combinations	At 31 December 2023
Interest-bearing loans and borrowings	157.553	-50.551	0	0	123.582	0	4.186	234.771
Interest-bearing loan from shareholders	114.415	-18.915	0	0	38.793	0	0	134.293
Lease liabilities	75.940	-28.500	0	0	0	42.287	21.041	110.769
Derivatives - Interest rate swaps	-111	0	0	-432	0	0	0	-543
Total liabilities from financing activities	**347.798**	**-97.966**	**0**	**-432**	**162.376**	**42.287**	**25.227**	**479.290**

Note 17: Provisions

All figures in Thousand Euro	31.12.2024	31.12.2023
		Restated
Provision for loss making projects	838	1.696
Provision for restoration costs	244	244
Provision for other risks and charges	165	225
Total	**1.247**	**2.164**
Analysed as		
Non-current	532	1.002
Current	715	1.161

The comparative figures as at 31 December 2023 have been restated due to finalization of provisional amounts related to a business combination (see Note 33).

All figures in Thousand Euro	Provision for loss making projects	Provision for restoration costs	Provision for other risks and charges	Total
Balance at 1 January 2023	**1.412**	**244**	**183**	**1.839**
Additional provision in the year	117		225	342
Liabilities assumed in business combinations	616		160	160
Utilisation of provision	-449		-343	-792
Balance at 31 December 2023 - Restated	**1.696**	**244**	**225**	**2.165**
Additional provision in the year	78		211	289
Liabilities assumed in business combinations				0
Utilisation of provision	-958		-270	-1.228
Exchange differences	22			22
Balance at 31 December 2024	**838**	**244**	**166**	**1.248**

The comparative figures as at 31 December 2023 have been restated due to finalization of provisional amounts related to a business combination (see Note 33).

Provision for loss making projects

The provision for loss making projects relate to two projects and the provision has been recorded because all the costs necessary to fulfil the contract exceeds the related benefits.

Note 18: Other liabilities

All figures in Thousand Euro	31.12.2024	31.12.2023
Put options granted to non-controlling interests	0	3.000
Contingent consideration	584	2.202
Other	0	0
Other non-current liabilities	**584**	**5.202**

All figures in Thousand Euro	31.12.2024	31.12.2023
Contingent consideration	2.286	7.083
Other	0	216
Other current liabilities	**2.286**	**7.299**

Comparative figures include a put option on the non-controlling interests of Citymesh, held by Citymesh management, which was presented as a financial liability in accordance with IAS 32. As part of the demerger to Citymesh Holding NV, this put option has been derecognized (Note 14).

The movement of the carrying amount of the contingent consideration is as follows:

All figures in Thousand Euro	31.12.2024	31.12.2023
At 1 January	**9.285**	**4.676**
Paid	-6.021	-1.241
Earn-out on acquisitions of the year	0	438
Earn-out on buy-out of non-controlling interests of the year	0	1.000
Liabilities disposed by partial demerger Cegeka Holding in Citymesh Holding	-434	0
Liabilities assumed in business combinations	0	3.576
Remeasurement of contingent consideration	-152	836
Foreign currency translation differences	191	
At 31 December	**2.869**	**9.285**

In 2024, contingent consideration payments totalling EUR 6.021k were made in relation to acquisitions from prior periods. These payments were previously recognized as financial liabilities and were settled in cash during the year. The most significant payment, amounting to EUR 2.527k, related to the acquisition of BuSI in 2022. The payments had no impact on goodwill. The payment of contingent consideration is presented as an investing cash flow in the consolidated statement of cash flows.

Last year, an addition of EUR 3.576k in the contingent considerations is linked to the liabilities assumed in the acquisition of CTG Inc. This contingent consideration is recorded by CTG Inc and is related to CTG's previous acquisition of Eleviant in 2022 and the pay out of the liability is dependent on revenue and gross profit targets for financial years 2023 and 2024.

Note 19: Employee benefit obligations

Non-current employee benefit obligations

All figures in Thousand Euro	31.12.2024	31.12.2023
Net employee defined benefit assets	-5.528	-5.111
Termination benefits	0	0
Other long-term employee benefits	0	0
Presented as assets (-)	**-5.528**	**-5.111**
Net employee defined benefit liabilities	10.265	10.277
Termination benefits	425	425
Other long-term employee benefits	1.264	520
Presented as liabilities	**11.954**	**11.222**
Total net non-current employee benefit obligations, net	**6.426**	**6.111**

All figures in Thousand Euro	31.12.2024	31.12.2023
Belgian pension plans	-2.152	-3.065
Italian pension plans	3.387	4.145
US pension plans	2.452	2.581
German pension plans	380	355
Dutch pension plans	266	267
Other pension plans	403	882
Total	**4.736**	**5.166**

of which recognised as		
Non-current assets (-)	-5.528	-5.111
Non-current liabilities	10.265	10.277

Defined contribution plans

Obligations with respect to contributions to defined contribution pension plans are recognized as an expense as they fall due once the contributions have been paid, the Group has no further payment obligation. The pension plans offered by the Group in Belgium constitute by nature a defined contribution plan and is treated as such under BE GAAP. However, in Belgium, defined contribution plans require companies to guarantee a minimum return on contributions, which triggers such plans to be classified as defined benefit plans under IAS 19.

Defined benefit plans

Defined benefit plans are in place for Germany, Belgium and Italy. As a result, a provision is recognised in the statement of financial position for the differences between the defined benefit obligation and the fair value of the plan assets. No other post-retirement benefits are provided to these employees. The most recent actuarial valuations of the plan assets and the present value of the defined benefit liability were carried out at 31 December 2022 by a certified actuary. The present value of the defined benefit liability, and the related current service cost and past service cost, were measured using the projected unit credit method.

The movement in the present value of the defined benefit obligations can be summarised as follows:

All figures in Thousand Euro	2024	2023
At 1 January	**97.672**	**66.276**
Current service cost	8.107	7.649
Interest expense	3.570	2.588
Benefits paid	-4.898	-3.635
Contributions from plan participants	35	35
Actuarial changes arising from changes in demographic assumptions	-13	-732
Actuarial changes arising from changes in financial assumptions	865	235
Actuarial gains and losses arising from experience adjustments	5.089	1.105
Liabilities assumed in a business combination	4.965	25.074
Foreign currency exchange differences	154	0
Other	-634	-923
At 31 December	**114.912**	**97.672**

The movement in the fair value of the plan assets can be summarised as follows:

All figures in Thousand Euro	2024	2023
At 1 January	**92.505**	**67.221**
Interest income	3.564	2.671
The return on plan assets (excluding amounts included in net interest expense)	5.016	1.366
Contributions from the employer	9.299	6.830
Contributions from plan participants	108	49
Benefits paid	-3.852	-2.960
Assets acquired in a business combination	3.750	18.246
Other	-215	-918
At 31 December	**110.176**	**92.505**

The plan assets are held with third-party insurance companies and consist of reserves accumulated by employer and employee contributions. They consist entirely of insured contracts with guaranteed returns.

Amounts recognised in profit or loss in respect of these defined benefit plans are as follows:

All figures in Thousand Euro	31.12.2024	31.12.2023
Total service cost	8.107	7.649
Net interest cost	6	-83
Components recognised in profit or loss	**8.113**	**7.566**
Experience adjustments	5.089	1.105
Change of financial assumptions	865	235
Change of demographic assumptions	-13	-732
Return on plan assets	-5.016	-1.366
Other	96	0
Components recognised in other comprehensive income	**1.021**	**-758**

The service cost for the year of EUR 8.107k (2023: EUR 7.649k) has been included in the statement of profit or loss as employee benefit expenses. The net interest cost has been included within the financial result as 'Finance costs – other' in the statement of profit or loss. The remeasurement of the net defined benefit liability is included in other comprehensive income.

Key assumptions used

The principal assumptions used for the purposes of the actuarial valuations were as follows:

	2024	2023
Belgium plans	%	%
Discount rate	3,40 - 3,50	3,65 - 3,70
Reduction factor §115	0,35 - 0,50	0,67
Expected return on plan assets	3,50 - 3,95	3,70 - 4,37
Inflation rate	2,10	2,10
Future salary increases (inflation excluded)	1,00	1,00 - 1,85
Minimum legal WAP return curve	2,50 - 3,50	1,75 - 3,50
	Years	Years
Mortality, in line with the December, 1992 Royal Decree: Age Correction of	- 5 years	- 5 years

	2024	2023
Italian plans	%	%
Discount rate DBO	3,00 - 3,38	3,10
Long-term Inflation rate	2,00	2,00
Future TFR increases	3,00	3,00

	2024	2023
US plan	%	%
Discount rate	5,15	3,00

	2024	2023
German plan	%	%
Discount rate	3,40	3,70
Expected return on plan assets	3,40	3,70
Salary increases	0,00	0,00

a	2024	2023
Dutch plan	%	%
Discount rate	3,30	3,00
Net return on plan assets	3,30	3,00
Pension increases	0,00	0,00

Sensitivity analysis

The sensitivity analyses below have been determined based on reasonably possible changes of the discount rate assumption occurring at the end of the reporting period, while holding all other assumptions constant.

	Belgian plans		Italian plans		US plan		German plan		Dutch plan	
All figures in Thousand Euro	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023
Base scenario DBO	89.456	82.586	3.387	4.145	2.452	2.581	464	437	8.527	8.757
Discount rate + 0,5%	87.821	80.607	3.312	4.063		2.511	449	422	7.969	8.148
Discount rate - 0,5%	91.219	84.747	3.465	4.226		2.651	479	452	9.146	9.435

Current employee benefit obligations

All figures in Thousand Euro	31.12.2024	31.12.2023 Restated
Payroll/ Withholding tax liabilities	15.039	15.422
Social security liabilities	15.035	17.592
Salaries and other related employee benefit liabilities	71.882	76.887
Total current employee benefit obligations	**101.957**	**109.901**

The comparative figures as at 31 December 2023 have been restated due to finalisation of provisional amounts related to a business combination (see Note 33).

Note 20: Trade and other payables

All figures in Thousand Euro	31.12.2024	31.12.2023 Restated
Trade payables	121.340	116.751
Tax, other than income tax, and social liabilities	22.553	19.879
Other payables	218	1.528
Total	**144.111**	**138.158**

The comparative figures as at 31 December 2023 have been restated due to finalisation of provisional amounts related to a business combination (see Note 33).

Terms and conditions of the above liabilities:

- Trade payables and tax and social liabilities are non-interest bearing and are normally settled between 30- and 60-day terms;
- Other payables are non-interest bearing and have an average term of 6 to 12 months.

Note 21: Contract liabilities

All figures in Thousand Euro	31.12.2024	31.12.2023
Contract liabilities	21.718	15.857
Total contract liabilities	**21.718**	**15.857**
Analysed as		
Non-current		
Current	21.718	15.857

Cegeka earns contractually the right to bill upon achievement of specified milestones or upon customer acceptance of work performed. The excess of cumulative billings over cumulative revenue recognized is reflected in the consolidated statement of financial position as contract liabilities. The changes in the amounts of contract liabilities in reporting year 2024 were mainly due to the receipts of advances from our customers, which led to the recognition of contract liabilities (prepayments and billed in advance) but also due to the change in control in subsidiary Nexuzhealth (Note 33) offset by the demerger of Citymesh (Note 14). Most contract liabilities are intended to convert to revenues in the coming months.

Note 22: Deferred income and accrued charges

All figures in Thousand Euro	31.12.2024	31.12.2023
Accrued costs	3.577	6.960
Deferred income	16.509	31.239
Total deferred income and accrued charges	**20.086**	**38.199**

The decrease in the deferred income balance compared to the prior year is primarily attributable to the partial demerger of Cegeka Holding on 31 July 2024, which resulted in the disposal of the Citymesh operation. As a result, deferred income related to the disposed operations was derecognized from the consolidated statement of financial position (Note 14).

Note 23: Revenue from contracts with customers

Disaggregation of revenue by type of service

All figures in Thousand Euro	31.12.2024	31.12.2023
IT Team Extensions (loan staff)	313.557	316.245
Projects	548.094	291.135
Recurring Services	283.148	246.701
Reselling	133.858	105.812
Own Perpetual Licences	1.605	1.560
Citymesh	33.901	26.857
Total revenue	**1.314.162**	**988.310**

Timing of revenue recognition	**1.280.262**	**961.453**
Goods and services transferred at a point in time	135.463	107.371
Services transferred over time	1.144.799	854.082

[1] Without Citymesh

Disaggregation of revenue by group of CGU's

All figures in Thousand Euro	31.12.2024	31.12.2023
Infrastructure	382.313	301.693
Applications	147.037	131.550
Data Solutions	28.257	38.199
Professional Services	264.238	192.192
Business Solutions	101.566	108.274
CTG US	104.540	0
NSI	223.610	189.544
Nexuzhealth	28.700	0
Citymesh	33.901	26.857
Total revenue	**1.314.162**	**988.310**

Note 24: Other operating income

All figures in Thousand Euro	31.12.2024	31.12.2023
Disposal of a subsidiary	0	123.382
Deemed disposal of a joint venture	18.438	0
Government grants	1.183	2.329
Derivative financial instruments	0	432
Remeasurement of contingent consideration	152	0
Other income	8.127	5.455
Total other operating income	**27.899**	**131.598**

[1] In 2023, the fair value changes of interest rate swaps, amounting to EUR 432k, were previously classified under 'other operating income.' Upon review, it has been determined that, in accordance with IFRS 9, these fair value changes should be recognized under financial income or finance costs. This reclassification does not have a material impact on the financial position or performance for 2023, but it will be presented correctly in future periods See Note 8 for further details.

Further details regarding the deemed disposal of Nexuzhealth are provided in Note 33. Comparative figures include a gain on disposal of the subsidiary, Cegeka Real Estate Software Solutions BV of EUR 123.382k, recognized in September 2023. The other income primarily consists of miscellaneous reinvoicing and recovery of expenditures at cost.

Note 25: Cost of sales

All figures in Thousand Euro	31.12.2024	31.12.2023
Costs of licenses, hardware and IT services related to revenue	145.697	111.926
Total cost of sales	**145.697**	**111.926**

Note 26: Employee benefits expenses and contractor costs

All figures in Thousand Euro	31.12.2024	31.12.2023
Salaries and wages	557.812	377.379
Social security contributions	95.563	76.778
Total employee benefit expenses	**653.375**	**454.158**
Contractor costs	293.917	250.418
Total contractor costs	**293.917**	**250.418**
Total employee benefit expenses and contractor costs	**947.292**	**704.576**

The increase in employee benefit expenses and contractor costs is primarily due to the full-year consolidation of CTG, acquired in December 2023. As the acquisition occurred at year-end, no related expenses were recognized in the prior year. Additionally, the acquisitions of Nubeo and Nexuzhealth subsidiaries in 2024 contributed to the increase, partially offset by the demerger of Citymesh. For further details, refer to Notes 14 and 15.

Included in the salaries and wages are the current service expenses for the Group's defined benefit plans amounting to EUR 8.124k in 2024 compared to EUR 7.649k in 2023.

Note 27: Depreciations and amortizations

All figures in Thousand Euro	31.12.2024	31.12.2023
Amortization of intangible assets	18.910	9.077
Depreciation of tangible assets	7.572	6.764
Depreciation of right-of-use assets	38.983	28.242
Total depreciations and amortizations	**65.465**	**44.083**

Note 28: Other operating expense

All figures in Thousand Euro	31.12.2024	31.12.2023
IT related costs (not related to revenue)	51.640	37.472
Travel and representation costs	18.266	12.711
Advisory and insurance costs	16.958	13.948
Office related costs (not related to rent)	11.029	7.387
Training and development costs	4.030	3.498
Loss on disposal of subsidiaries	821	
Impairment of goodwill		6.000
Acquisition-related transaction costs		6.333
Remeasurement of contingent consideration		836
Other costs	3.199	3.562
Total other operating expenses	**105.944**	**91.747**

The increase in other operating expenses primarily reflects the full-year consolidation of CTG, acquired in December 2023. As the acquisition occurred at year-end, no related income or expenses were recognized in the prior year. The acquisition of subsidiaries in 2024 and the demerger of Citymesh had no significant net impact on other operating expenses, as their respective effects largely offset each other. For further details, refer to Notes 14 and 15.

Other operating expenses include a EUR 821k loss on the disposal of subsidiaries. The loss represents the difference between the consideration received and the carrying amount of the net assets derecognized at the date of disposal. Further details are provided in Note 33. Furthermore, the comparative figures include a goodwill impairment of EUR 6.000k recognized in December 2023 following the acquisition of Cegeka Services (formerly known as Westpole).

Note 29: Financial result

All figures in Thousand Euro	31.12.2024	31.12.2023
Interest income on loans to related parties	1.158	1.438
Interest income on short-term bank deposits	907	917
Interest income on Interest rate swaps	633	289
Interest income on customers and other loans	367	534
Interest income on plan assets	3.561	2.671
Exchange gains	12.351	400
Other	239	221
Financial income	**19.217**	**6.471**
Interest expense on loans and borrowings	20.927	15.926
Interest expense on lease liabilities	3.189	1.814
Interest expense on other loans	238	346
Interest expense on defined benefit obligations	3.567	2.588
Exchange losses	6.061	7.762
Bank charges	728	1.466
Fair value of interest rate swaps	1.046	
Other	142	230
Financial expense	**35.898**	**30.132**
Net financial result	**-16.682**	**-23.662**

[1] In the 2023 financial statements, the gain in fair value changes of interest rate swaps, amounting to EUR 432k, were previously classified under 'other operating income.' Upon review, it has been determined that, in accordance with IFRS 9, these fair value changes should be recognized under financial income or finance costs. This reclassification does not have a material impact on the financial position or performance for 2023, but it will be presented correctly in future periods.

The movement in the financial result reflects the impact of foreign currency translation, primarily driven by fluctuations in the EUR-USD exchange rate. The net foreign exchange gain in 2024 of EUR 6.290k, compared to the net loss in 2023 of EUR -7.362k, is primarily related to the revaluation of USD-denominated balances held by the Group in connection with the CTG acquisition, including funding arrangements.

Note 30: Income and deferred taxes

Income taxes

All figures in Thousand Euro	31.12.2024	31.12.2023
Consolidated profit or loss		
Current income taxes:		
Current income tax expense	18.460	16.019
Adjustments for prior periods	-3.083	578
Deferred taxes		
Deferred income tax expense	-4.875	-8.710
Adjustments for deferred tax of prior periods	493	
Total current and deferred income tax expense	**10.995**	**7.887**

All figures in Thousand Euro	31.12.2024	31.12.2023
Consolidated other comprehensive income		
Deferred tax related to items recognised in OCI during the year:		
Relating to remeasurement on actuarial gains of defined benefit obligations	-386	173
Deferred tax recognised in other comprehensive income	**-386**	**173**

Reconciliation of tax expense and the accounting profit multiplied by the Group's domestic tax rate for 2024 and 2023:

All figures in Thousand Euro	31.12.2024	31.12.2023
Accounting profit before Income tax	**55.509**	**140.707**
At Cegeka's statutory Income tax rate of 25% (2022: 25%)	13.877	35.177
Adjustments in respect of current Income tax of previous years	-2.590	578
Share of results of an associate and joint ventures	1.368	802
Statutory dividends paid for profit shares	655	1.576
Disposal of a subsidiary	205	-30.846
Gain on deemed disposal of a joint venture	-4.609	
Statutory impairment	0	-1.950
Impairment of goodwill	0	1.500
Statutory dividends received for profit shares	0	-211
Contingent consideration remeasurement (Note 8)	0	190
Tax effect of:		
Non-deductible expenses	4.045	
Tax-exempt income	-332	
Tax incentives	-5.155	
Other non-deductible expenses	3.619	1.453
Effect of foreign income tax rates	-89	-383
Income tax expense reported in the statement of profit or loss	**10.995**	**7.887**

Deferred taxes

A) DEFERRED TAXES AND LIABILITIES BY LINE ITEM

Deferred taxes relate to the following:

	Consolidated statement of financial position		Consolidated statement of profit or loss	Consolidated statement of other comprehensive income	
	31.12.2024	31.12.2023	31.12.2024	31.12.2024	31.12.2024
All figures in Thousand Euro		Restated	P&L	OCI	CTA
Intangible assets	-8.360	-7.628	2.089	0	-108
Right-of-use assets	-24.547	-22.932	-1.771	0	-112
Lease liabilities	25.256	23.435	2.004	0	113
Accelerated depreciation for tax purposes	-1	-1	0	0	0
Revaluations of interest rate swaps to fair value	126	-136	261	0	0
Post-employment benefits	888	616	-429	387	69
Provisions	418	488	-76	0	6
Other assets and liabilities	-2.129	-2.529	-1.856	-1	24
Losses available for offsetting against future taxable income	23.435	27.201	4.160	0	374
Net deferred tax assets/ liabilities (-)	**15.085**	**18.513**	**4.381**	**386**	**365**
Reflected in the statement of financial position as follows:					
Deferred tax assets	26.309	32.998			
Deferred tax liabilities	-11.224	-14.485			
Net deferred tax assets/ liabilities (-)	**15.085**	**18.513**			

[1] The comparative figures as at 31 December 2023 have been restated due to finalization of provisional amounts related to a business combination (see Note 33).

B) RECONCILIATION OF DEFERRED TAX ASSETS/ LIABILITIES, NET

All figures in Thousand Euro	31.12.2024	31.12.2023
As of 1 January	**18.513**	**3.961**
Tax income/ expense (-) during the period recognised in profit or loss	4.381	8.710
Tax Income/ expense (-) during the period recognised in OCI	386	-173
Deferred tax assets/liabilities recognised on acquisition of subsidiaries	272	4.564
Derecognition of deferred tax assets/liabilities on disposal of subsidiaries	-8.806	1.494
Exchange differences	365	
Other	-26	-43
as at 31 December	**15.085**	**18.513**

The decrease in 2024 is mainly related to the disposal of the Citymesh business through the partial demerger of Cegeka Holding into Citymesh Holding.

Note 31: Financial instruments and Fair value

Capital management

For the purpose of the Group's capital management, capital includes issued capital and all other equity reserves attributable to the equity holders of the parent. The primary objective of the Group's capital management is to maximise the shareholder value. The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group monitors capital using a leverage ratio, which is EBITDA divided by net debt. The Group's policy is to keep the leverage ratio below the banks targets as described in the liquidity risk section. The Group includes within net debt current and non-current debt items as loans, borrowings, lease liabilities, less cash and cash equivalents.

All figures in Thousand Euro	31.12.2024	31.12.2023
Debt (loans, borrowings and lease liabilities)	443.936	479.832
Loans and borrowings	286.910	234.771
Loans from shareholders	37.917	134.292
Lease liabilities	119.109	110.769
Cash and cash equivalents	96.901	104.641
Net debt	**347.035**	**375.191**
EBITDA	**143.950**	**217.659**
Leverage ratio[1]	2,41	1,72

[1] The net debt and EBITDA as presented here are unadjusted.

In order to achieve this overall objective, the Group's capital management, among other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches of the financial covenants of any interest-bearing loans and borrowing in the current period. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2024 and 2023.

Classes and categories of financial instruments and their fair values

The following table provides the fair value measurement hierarchy of the Group's assets and liabilities.

All figures in Thousand Euro	Carrying amount				Fair value			
31.12.2024	**FVTPL**	**FVTOCI**	**Amortized cost**	**Total**	**Level I**	**Level II**	**Level III**	**Total**
Financial assets								
Derivative financial instruments	172			172		172		172
Trade and other receivables			284.694	284.694		284.694		284.694
Financial liabilities								
Loans and borrowings			286.910	286.910		285.659		285.659
Variable rate loans and borrowings			227.291	227.291		227.291		227.291
Fixed rate loans and borrowings			48.744	48.744		47.493		47.493
Factoring liabilities			10.875	10.875		10.875		10.875
Loans from shareholders			37.917	37.917		39.787		39.787
Fixed rate loans from shareholders			37.917	37.917		39.787		39.787
Lease liabilities			119.109	119.109		119.109		119.109
Other financial liabilities	2.870			2.870			2.870	2.870
Derivative financial instruments	675			675		675		675
Trade and other payables			144.110	144.110		144.110		144.110

[1] The fair value of the variable rate loans and borrowings approximates their carrying amount, as the interest rates reset regularly to reflect current market conditions. [2] The fair value of the fixed rate loans and borrowings is estimated by discounting future contractual cash flows using current market interest rates for similar instruments. [3] Factoring liabilities include an immaterial interest component based on short-term maturities. The carrying amount approximates the contractual undiscounted cash flows.

All figures in Thousand Euro	Carrying amount				Fair value			
31.12.2023 Restated	**FVTPL**	**FVTOCI**	**Amortized cost**	**Total**	**Level I**	**Level II**	**Level III**	**Total**
Financial assets								
Derivative financial instruments	543			543		543		543
Trade and other receivables			308.807	308.807		308.807		308.807
Financial liabilities								
Loans and borrowings			234.771	234.771		233.907		233.907
Loans from shareholders			134.292	134.292		135.577		135.577
Lease liabilities			110.769	110.769		110.769		110.769
Other financial liabilities	12.501			12.501		3.216	9.285	12.501
Trade and other payables			138.158	138.158		138.158		138.158

Cash and cash equivalents are not included in this overview.

Fair value hierarchy levels 1 to 3 are based on the degree to which the fair value is observable:

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

There were no transfers between the levels during the current or prior year.

A reconciliation of fair value measurement of the contingent consideration liability (Level 3) is provided below:

All figures in Thousand Euro	31.12.2024	31.12.2023
Contingent consideration at 1 January	**9.285**	**4.676**
Settlement of contingent consideration during the year	-6.021	-1.241
Contingent consideration arising on business combinations during the year	0	5.014
Contingent consideration disposed in partial demerger from Cegeka Holding to Citymesh Holding	-434	0
Remeasurement of contingent consideration during the year	-152	836
Foreign currency translation differences	191	0
Contingent consideration at 31 December	**2.870**	**9.285**

Financial risk management objectives

The Group's Corporate Treasury function provides services to the business, coordinates access to domestic and international financial markets, monitors and manages the financial risks relating to the operations of the Group through internal risk reports which analyses exposures by degree and magnitude of risks. These risks include market risk (including currency risk, interest rate risk and price risk), credit risk and liquidity risk. The Group seeks to minimise the effects of these risks by using derivative financial instruments to hedge these risk exposures. The use of financial derivatives is governed by the Group's policies approved by the board of directors, which provide written principles on foreign exchange risk, interest rate risk, credit risk, the use of financial derivatives and non-derivative financial instruments, and the investment of excess liquidity. Compliance with policies and exposure limits is reviewed by the internal auditors on a continuous basis. The Group does not enter into or trade financial instruments, including derivative financial instruments, for speculative purposes. The Corporate Treasury function reports quarterly to the Group's risk management committee, an independent body that monitors risks and oversees the implementation of risk mitigation policies.

Market risk

Market risk is the risk that the fair value or future cash flows of financial instruments will fluctuate due to changes in market prices. This includes three types of risk: interest rate risk, currency risk, and other price risk. Financial instruments affected by market risk include loans and borrowings, deposits, and derivative instruments. The Group is primarily exposed to interest rate risk and manages this exposure through interest rate swaps. In addition, the Group is exposed to foreign currency risk, primarily related to USD-denominated transactions and balances.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group is exposed to interest rate risk through its financial instruments, primarily loans and borrowings. The Group's exposure affects both its profit and cash flows, as it holds both fixed and variable rate debt. As of December 31, 2024, approximately 72% (79% in 2023) of the Group's borrowings (excluding factoring agreements but including loans from shareholders) are subject to variable interest rates, with the remainder being fixed-rate debt. The Group manages this exposure by maintaining a balanced portfolio of fixed and variable rate borrowings and using interest rate swaps to hedge a portion of its variable rate debt. As of year-end 2024, these swaps effectively hedge 53% (44% in 2023) of the Group's total variable rate borrowings, providing a fixed rate on a portion of its variable debt.

To assess the potential impact of interest rate fluctuations on the Group's financial position, a sensitivity analysis was performed on the carrying amount of variable interest rate borrowings as at December 31, 2024. Assuming a 50 basis point increase in interest rates, the Group's interest expense would increase by approximately EUR 1.136k annually. Conversely, a 50 basis point decrease in interest rates would result in a reduction of approximately EUR 1.136k annually in interest expense. This analysis does not consider the impact of interest rate swaps, which provide partial hedging against interest rate fluctuations

Credit risk

Credit risk is the risk that a counterparty will fail to meet its obligations under a financial instrument or customer contract, resulting in a financial loss. The Group is exposed to credit risk arising from its operating activities (primarily trade receivables) and from its financing activities, including deposits, derivative contracts with banks and financial institutions, and other financial instruments. The Group's primary exposure to credit risk relates to trade receivables and contract assets. These are assessed as low credit risk, and the Group applies the simplified approach to calculating expected credit losses (ECLs). Accordingly, the Group recognises a loss allowance based on lifetime ECLs at each reporting date without tracking changes in credit risk. Historically, credit losses have been immaterial, reflecting the short-term nature of receivables and the credit quality of the Group's customer base.

Concentration risk

The Group assesses the concentration of credit risk on trade receivables and contract assets as low, given the geographical and sectoral diversification of its customer base. As at 31 December 2024, there was no significant credit exposure to any single counterparty, and no customer represented more than 10% of total Group revenue. Refinancing concentration risk is also considered low. The Group has access to a range of funding sources and counterparties. Debt maturing within 12 months includes revolving credit facilities with scheduled repayments as well as credit lines with monthly maturities that are typically rolled forward. The Group has not utilised these facilities to their full capacity, which provides flexibility if short-term refinancing is required.

Liquidity risk

The Group's objective is to maintain a balance between securing stable funding and ensuring flexibility through a mix of bank overdrafts, external loans, loans from shareholders, and lease agreements. The Group's policy is that no more than 30% of borrowings should mature within the next 12 months. As of December 31, 2024, approximately 34% of the Group's debt (excluding factoring agreements) will mature within the next 12 months, based on the carrying value of borrowings. While this represents a higher proportion of maturing debt compared to prior years, the Group has assessed the concentration of risk related to refinancing its debt and considers it to be low. The Group has access to a diverse range of funding sources, and the maturing debt is expected to be refinanced or rolled over with existing lenders, ensuring sufficient liquidity for operational needs.

Additionally, the Group is subject to certain financial covenants under its facilities agreement. The main covenant for the banks is the leverage ratio calculated as net debt divided by adjusted EBITDA, normalized for acquisitions. The maximum leverage will be 3,05x with a spike option to 3,60. The second covenant is Interest Coverage (EBITDA / Net Interest Charges). The minimum Interest Coverage is 4,5x. The Group monitors these covenants closely to ensure compliance. As of the reporting date, the Group is in compliance with all covenants and does not anticipate any material breaches in the near future.

The table below summarises the maturity profile of the Group's financial liabilities based on contractual undiscounted payments:

All figures in Thousand Euro	< 1 year	1 - 5 years	> 5 years	31.12.2024
Loans and borrowings	114.034	187.967	5.945	307.946
Loans from shareholders	14.481	27.909		42.390
Lease liabilities	37.418	76.704	5.971	120.093
Contingent consideration	2.870			2.870
Trade and other payables	144.110			144.110
Total	**312.913**	**292.581**	**11.916**	**617.410**

All figures in Thousand Euro	< 1 year	1 - 5 years	> 5 years	31.12.2023 Restated
Loans and borrowings	71.375	161.950	1.446	234.771
Loans from shareholders	103.470	18.333	12.490	134.293
Lease liabilities	35.829	72.657	10.355	118.841
Contingent consideration	7.083	2.202		9.285
Put option on non-controlling interests	3.000			3.000
Trade and other payables	138.158			138.158
Total	**358.915**	**255.142**	**24.291**	**638.349**

Foreign currency risk

The Group's operational entities are primarily located in the eurozone, with limited foreign currency exposure within the eurozone as most subsidiaries conduct purchases and sales in the same local currency.

Following the acquisition of CTG, the Group expanded its operations in North America, resulting in increased exposure to the US dollar. This exposure arises from the consolidation of USD-denominated subsidiaries as well as from USD-denominated financial liabilities, including a term loan of USD 35 million and a USD revolving credit facility used to finance the acquisition. Foreign exchange risk related to the consolidation of foreign subsidiaries is not hedged. The strengthening of the US dollar against the euro in 2024 (from 1.105 at the acquisition date to 1.0389 at year-end) resulted in a material currency translation adjustment recognized in other comprehensive income. Additionally, remeasurement of USD-denominated monetary items at the closing rate led to a material unrealized foreign exchange gain recognized in the income statement.

Foreign currency sensitivity

The Group is primarily exposed to foreign currency risk through USD-denominated monetary balances, such as bank loans, intercompany balances, and cash positions, and net assets of subsidiaries with USD functional currency, following the acquisition of CTG.

A sensitivity analysis was performed to illustrate the potential impact of a reasonably possible change of ±10% in the EUR/USD exchange rate as at the reporting date, assuming all other variables remain constant:

Change in USD rate	Impact on Profit or loss (in '000 EUR)	Impact on Equity (OCI) (in 000 EUR)
+10% (EUR strengthens)	-5.540	-3.990
-10% (EUR weakens)	6.772	4.877

[1] Reflects the hypothetical impact on EUR values of USD-denominated monetary items. [2] Reflects the impact on the translation of USD net assets of subsidiaries (recorded in OCI).

If the EUR were to strengthen by 10% (to 1,1428), USD monetary assets would translate to fewer euros, reducing the previously recognized foreign currency exchange gain by approximately EUR 5,5 million. Conversely, if the EUR weakened by 10% (to 0,9350), the gain would increase by approximately EUR 6,8 million. In terms of other comprehensive income, the cumulative translation adjustment currently reflects a loss of EUR 4,9 million on the translation of net investments in USD-functional subsidiaries. A further strengthening of the euro would reduce this translation loss, while a weakening would increase it.

Note 32: Related party transactions

Balances and transactions between the Company and its subsidiaries, which are related parties, have been eliminated on consolidation and are not disclosed in this note. Transactions between the Group and its associates and joint ventures are disclosed below.

Trading transactions

All figures in Thousand Euro	Period	Sales to related parties	Purchases from related parties	Amounts owed by related parties[1]	Amounts owed to related parties[1]
Joint ventures					
Nexuzhealth	2024	32	2.245		
	2023	53	5.455	359	1.233
Smartschool	2024		89		6
	2023		65		5
Joint Ventures Citymesh	2024	14	1.644		
	2023		860		728

[1] The amounts are classified as trade receivables and trade payables, respectively. [2] The sales to and purchases from related parties are disclosed up to the point of the change in control, which occurred in May 2024. [3] The sales to and purchases from related parties are disclosed up to the point of the change in control, which occurred in July 2024.

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables.

Loans to related parties

All figures in Thousand Euro	31.12.2024	31.12.2023
Loans to Joint Ventures		
Joint Ventures Citymesh	0	7.219
Joint Venture EverESSt	2.011	

The Group has provided its joint ventures with short-term loans at rates comparable to the average commercial rate of interest.

Compensation of key management of the Group

All figures in Thousand Euro	31.12.2024	31.12.2023
Short-term (employee) benefits	2.631	2.196
Total	**2.631**	**2.196**

The compensation for the Group's key management is included in the statement of profit or loss as contractor costs. The amounts disclosed in the table above are recognised as an expense during the reporting period.

Note 33: Subsidiaries

The consolidated financial statements include the financial statements of Cegeka Holding NV and its subsidiaries at December 31, 2024 listed in the following table (the percentage in the table below represents the percentage of shares held by the Group):

Name	Place of incorporation and operation	Principal activity	Functional currency	Holding percentage	
				31.12.2024	31.12.2023
Cegeka Groep NV	Belgium	Sales	EUR	100,00%	100,00%
Cegeka NV	Belgium	Sales	EUR	100,00%	100,00%
Advanced Network Engineering SRL	Romania	Sales	RON	100,00%	100,00%
Cegeka Health Care NV	Belgium	Sales	EUR	100,00%	100,00%
Nexuzhealth NV	Belgium	Sales	EUR	56,10%	0,00%
Dexmach BV	Belgium	Sales	EUR	100,00%	100,00%
Key-Performance BV	Belgium	Sales	EUR	0,00%	100,00%
Cegeka Nederland Holding BV	the Netherlands	Holding	EUR	100,00%	100,00%
Cegeka Nederland BV	the Netherlands	Sales	EUR	100,00%	100,00%
Cegeka Romania SRL	Romania	Sales	RON	100,00%	100,00%
SecurIT USA Inc	United States	Sales	USD	100,00%	100,00%
Cegeka Deutschland GmbH	Germany	Sales	EUR	100,00%	100,00%
Cegeka s.r.o.	Czech Republic	Sales	CZK	0,00%	100,00%
Cegeka s.r.o.	Slovakia	Sales	SKK	0,00%	100,00%
Cegeka SpA	Italy	Sales	EUR	100,00%	100,00%
Cegeka Services SpA (former Westpole SpA)	Italy	Sales	EUR	100,00%	100,00%
Cegeka Sverige AB	Sweden	Sales	SEK	100,00%	100,00%
Cegeka Applications AB	Sweden	Sales	SEK	100,00%	100,00%
Cegeka Data Solutions AB	Sweden	Sales	SEK	100,00%	100,00%
Cegeka Development SRL	Moldova	Sales	MDL	100,00%	100,00%
Cegeka Greece PC	Greece	Sales	EUR	100,00%	100,00%
NSI IT Software & Services SA	Belgium	Sales	EUR	74,98%	74,98%
NSI Invest SA	Belgium	Sales	EUR	74,98%	74,98%
Multidata SARL	Luxembourg	Sales	EUR	74,98%	74,98%
NSI Luxembourg PSF SA (former NSI Luxembourg SA)	Luxembourg	Sales	EUR	74,98%	74,98%
Rime IT SARL	Luxembourg	Sales	EUR	0,00%	74,98%
NSI France SAS	France	Sales	EUR	74,98%	74,98%
Business & Systems Integration SRL	Belgium	Sales	EUR	0,00%	74,98%
Nubeo SA	Belgium	Sales	EUR	100,00%	0,00%
Nubeo SAS	France	Sales	EUR	100,00%	0,00%
Cegeka Business Solutions Holding BV	the Netherlands	Holding	EUR	100,00%	100,00%
Cegeka Business Solutions NV	Belgium	Sales	EUR	100,00%	100,00%
Cegeka Business Solutions Nederland BV	the Netherlands	Sales	EUR	100,00%	100,00%
Cegeka Business Solutions Italy SRL	Italy	Sales	EUR	100,00%	100,00%
Cegeka Business Solutions Österreich GmbH	Austria	Sales	EUR	100,00%	100,00%
Solutions Factory Consulting Ltd	Russia	Sales	RUB	0,00%	100,00%
Cegeka Business Solutions Sverige AB	Sweden	Sales	SEK	100,00%	0,00%
Cegeka Business Solutions Danmark ApS	Denmark	Sales	DKK	100,00%	100,00%

Name	Place of incorporation and operation	Principal activity	Functional currency	Holding percentage	
				31.12.2024	31.12.2023
Greenfox BV	Belgium	Sales	EUR	0,00%	100,00%
Citymesh Integrator NV	Belgium	Sales	EUR	0,00%	76,66%
Citymesh Flex BV	Belgium	Sales	EUR	0,00%	76,66%
nCentric Europe BV	Belgium	Sales	EUR	0,00%	76,66%
nCentric Inc	United States	Sales	USD	0,00%	76,66%
PS: Radiocom BV	Belgium	Sales	EUR	0,00%	76,66%
TowerEye BV	Belgium	Sales	EUR	0,00%	76,66%
Citymesh Operator NV	Belgium	Sales	EUR	0,00%	76,66%
Citymesh Connect BV	Belgium	Sales	EUR	0,00%	76,66%
CityMesh 0G NV	Belgium	Sales	EUR	0,00%	76,66%
Citymesh 0G Nederland BV	the Netherlands	Sales	EUR	0,00%	76,66%
EDPnet Belgium BV	Belgium	Sales	EUR	0,00%	76,66%
EDPnet Netherlands BV	Belgium	Sales	EUR	0,00%	76,66%
Citymesh Navigator NV	Belgium	Sales	EUR	0,00%	76,66%
Citymesh Safety Drones BV	Belgium	Sales	EUR	0,00%	71,66%
Is It A Plane BV	Belgium	Sales	EUR	0,00%	71,66%
Drone Division BV	Belgium	Sales	EUR	0,00%	71,66%
Cegeka US Holding Inc	United States	Sales	USD	100,00%	100,00%
Computer Task Group Inc	United States	Sales	USD	100,00%	100,00%
CTG of Delaware Inc	United States	Sales	USD	100,00%	100,00%
CTG of Buffalo Inc	United States	Sales	USD	100,00%	100,00%
Computer Task Group of Canada Inc	Canada	Sales	CAD	100,00%	100,00%
Eleviant Technologies Inc	United States	Sales	USD	100,00%	100,00%
Eleviant Consulting Services Inc	United States	Sales	USD	100,00%	100,00%
Impiger Mobile Inc	United States	Sales	USD	100,00%	100,00%
Eleviant Technologies Inc	Canada	Sales	CAD	100,00%	100,00%
Eleviant Technologies Private Ltd	India	Sales	INR	100,00%	100,00%
Computer Task Group International Inc	United States	Sales	USD	100,00%	100,00%
Computer Task Group Europe BV	the Netherlands	Holding	EUR	100,00%	100,00%
Cegeka UK Ltd (former Computer Task Group UK Ltd)	United Kingdom	Sales	GBP	100,00%	100,00%
CTG Belgium NV	Belgium	Sales	EUR	100,00%	100,00%
CTG LATAM SAS	Colombia	Sales	COP	100,00%	100,00%
Computer Task Information Technology Services Private Ltd	India	Sales	INR	100,00%	100,00%
Computer Task Group Luxembourg PSF SA	Luxembourg	Sales	EUR	100,00%	100,00%
Computer Task Group IT Solutions SA	Luxembourg	Sales	EUR	100,00%	100,00%
CTG SAS	France	Sales	EUR	100,00%	100,00%
NSI SAS (former StarDust SAS)	France	Sales	EUR	100,00%	100,00%
CTG Canada Group Inc	Canada	Sales	CAD	100,00%	100,00%
CTG ITS SA	Belgium	Sales	EUR	100,00%	100,00%

Newly established companies

In June 2024, the company Cegeka Business Solutions Sverige AB was established.

Mergers

The companies NSI IT Software & Services SA and Business & Systems Integration SRL merged as of 1 January 2024. Additionally, the companies NSI Luxembourg SA and Rime IT SARL merged as of 1 January 2024. Furthermore, the companies Cegeka NV and Key-Performance BV merged as of 1 June 2024.

Acquisitions of the year 2024

NEXUZHEALTH – ACQUIRED ON 31 MAY 2024

On 31 May 2024, the Group obtained control over Nexuzhealth NV by acquiring an additional 7.53% interest, increasing its ownership from 48.57% to 56.10%, thereby gaining control. As a result, the previously held joint venture interest was derecognized, and the total interest was remeasured at fair value in accordance with IFRS 3. The resulting gain was recognized under Other operating income in the consolidated income statement.

The Group increased its interest in Nexuzhealth as part of a strategic initiative to consolidate its healthcare-related activities and expand its footprint in the health IT sector. In connection with this transaction, the Group transferred its healthcare software solutions, including applications for medical laboratories and hospital meal ordering. The objective is to develop a new, state-of-the-art laboratory software platform with international potential, aligning with Nexuzhealth's long-term growth strategy. UZ Leuven, the minority shareholder, also contributed its in-house developed lab software.

The carrying amount of the investment is detailed in Note 7 on interests in associates and joint ventures. As a result, the remeasurement of the previously held 48.57% interest led to the following gain:

All figures in Thousand Euro	31.05.2024
Fair value of investment	27.270
Less: Carrying amount of investment on date of change in control	-8.832
Gain on deemed disposal Nexuzhealth NV	**18.438**

As a result of gaining control over Nexuzhealth NV, the company has been fully consolidated as a subsidiary from 31 May 2024. The acquisition-date fair values of the identifiable assets and liabilities assumed are presented below:

All figures in Thousand Euro	31.05.2024
Intangible assets	17.466
Right-of-use assets	1.260
Net employee defined benefit assets	1
Non-current financial assets	99
Deferred tax assets	587
Trade and other receivables	12.165
Contract assets	139
Deferred charges and accrued income	687
Income tax receivable	7
Cash and cash equivalents	1.544
Assets	**33.954**
Lease liabilities	-1.227
Deferred tax liabilities	-315
Trade and other payables	-6.425
Contract liabilities	-3.459
Deferred income and accrued charges	-649
Employee benefit obligations	-3.624
Income tax payable	-71
Liabilities	**-15.770**
Total identifiable net assets at fair value	**18.184**
Fair value of contribution in kind in exchange for 7.53% stake	9.625
Fair value of previously held interest (48,57%)	27.270
Non-controlling interest measured at the proportionate share of the identifiable net assets	7.983
Goodwill arising on acquisition	**26.693**

No cash consideration was paid, as the additional 7,53% interest was obtained through a contribution in kind. The contributed business qualifies as a business under IFRS 3. Its fair value, determined using a discounted cash flow model prepared by management, has been used as the consideration transferred.

The acquisition date fair value of the trade receivables amounts to EUR 12.165k which equals the gross amount of trade receivables and it is expected that the full contractual amounts can be collected.

From the acquisition date, Nexuzhealth has contributed EUR 28.700k to the Group's revenue and EUR 5.708k to profit or loss from continuing operations. If the business combination had occurred on 1 January 2024, the Group's revenue from continuing operations would have amounted to EUR 44.715k and profit before tax from continuing operations would have been EUR 3.919k for the year ended 31 December 2024. These pro forma amounts are presented before the impact of intercompany eliminations and consolidation adjustments.

NUBEO – ACQUIRED ON 28 JUNE 2024

NSI acquired Nubeo SRL, a Tournai-based company specialising in Odoo implementations and its daughter company Nubeo SAS in France. NSI had developed in-house expertise in Odoo over the preceding three years. This acquisition further enhances its capabilities in this domain and aligns with the Group's strategic objective to position itself as a reference partner for Odoo in French-speaking markets. It also reinforces NSI's regional presence in Hainaut.

The fair value of the identifiable assets acquired and liabilities assumed as at the date of acquisition were:

All figures in Thousand Euro	Nubeo
Intangible assets	0
Property, plant and equipment	0
Right-of-use assets	0
Investments in associates and joint ventures	0
Non-current financial assets	1
Deferred tax assets	0
Inventories	0
Trade and other receivables	713
Deferred charges and accrued income	46
Income tax receivable	0
Cash and cash equivalents	383
Assets	**1.143**
Loans and borrowings	-273
Lease liabilities	0
Provisions	0
Deferred tax liabilities	0
Trade and other payables	-155
Contract liabilities	0
Deferred income and accrued charges	-146
Employee benefit obligations	-120
Income tax payable	-5
Other liabilities	0
Liabilities	**-699**
Total identifiable net assets at fair value	**444**
Non-controlling interest measured at fair value	508
Goodwill arising on acquisition	1.981
Purchase consideration transferred	**2.933**
Satisfied by:	
Consideration transferred in cash at closing	2.933
Contingent consideration liability	0
Net cash outflow on acquisition	**2.551**
Cash consideration	2.933
Less: Cash and cash equivalents acquired	-383

The acquisition date fair value of the trade receivables amounts to EUR 713k which equals the gross amount of trade receivables and it is expected that the full contractual amounts can be collected.

From the acquisition date, Nubeo has contributed EUR 760k to the Group's revenue and EUR 181k to profit before tax from continuing operations. If the business combination had occurred on 1 January 2024, the Group's revenue from continuing operations would have amounted to EUR 1,7 million and profit before tax from continuing operations would have been EUR 0,2 million for the year ended 31 December 2024. These pro forma amounts are presented before the impact of intercompany eliminations and consolidation adjustments.

Acquisitions of the year 2023

CTG – ACQUIRED ON 13 DECEMBER 2023 – FINALISATION OF PROVISIONAL AMOUNTS

In the 2023 consolidated financial statements, the accounting for the acquisition of CTG was provisional, as permitted by IFRS 3. During 2024, the Group finalized the accounting for the business combination within the measurement period. The adjustments resulted in changes to the fair values of the identifiable assets acquired and liabilities assumed as at the acquisition date, with a corresponding impact on goodwill.

The table below summarizes the adjustments made:

All figures in Thousand Euro	2023 as Published	Measurement period adjustment	2023 Restated
Intangible assets	1.804	50.209	52.013
Property, plant and equipment	3.665	0	3.665
Right-of-use assets	17.381	0	17.381
Investments in associates and joint ventures	0	0	0
Non-current financial assets	4.519	0	4.519
Deferred tax assets	10.759	904	11.663
Inventories	0	0	0
Trade and other receivables	54.742	466	55.208
Deferred charges and accrued income	4.368	0	4.368
Income tax receivable	1.475	656	2.131
Cash and cash equivalents	25.657	0	25.657
Assets	**124.370**	**52.235**	**176.605**
Loans and borrowings	0	0	0
Lease liabilities	-17.381	0	-17.381
Provisions	0	-616	-616
Deferred tax liabilities	0	-12.993	-12.993
Trade and other payables	-19.796	-743	-20.539
Contract liabilities	-3.666	0	-3.666
Deferred income and accrued charges	-1.771	0	-1.771
Employee benefit obligations	-31.348	-393	-31.741
Income tax payable	0	0	0
Other liabilities	-3.576	0	-3.576
Liabilities	**-77.538**	**-14.745**	**-92.284**
Total identifiable net assets at fair value	**46.832**	**37.489**	**84.321**
Non-controlling interest measured at fair value	0	0	0
Goodwill arising on acquisition	109.075	-37.489	71.586
Purchase consideration transferred	**155.907**	**0**	**155.907**
Satisfied by:	**155.907**	**0**	**155.907**
Consideration transferred in cash at closing	155.907	0	155.907
Contingent consideration liability	0	0	0
Net cash outflow on acquisition	**130.249**	**0**	**130.249**
Cash consideration	155.907	0	155.907
Less: Cash and cash equivalents acquired	-25.657	0	-25.657

The most significant adjustment during the measurement period relates to the fair value of the acquired intangible assets, specifically customer relationships and the tradename. These fair value adjustments also led to a corresponding increase in deferred tax liabilities. As a result, goodwill decreased by EUR 37,5 million.

These adjustments have been accounted for retrospectively as if they had been recognized at the acquisition date. Accordingly, the comparative information for 2023 has been restated.

Other changes

During the second quarter of 2024, the Group disposed of its 100% stake in Solutions Factory Russia, resulting in a loss on disposal of EUR 182k. In addition, the Group sold its stake in Cegeka Czechia (and consequently in Cegeka Slovakia) for EUR 1 to its management, resulting in a loss on disposal of EUR 639k.

The net assets of the Czech subsidiary at the date of disposal were as follows:

All figures in Thousand Euro	30.06.2024
Intangible assets	177
Property, plant and equipment	23
Right-of-use assets	153
Non-current financial assets	51
Deferred tax assets	29
Trade and other receivables	359
Cash and cash equivalents	277
Non-current lease liabilities	-80
Deferred tax liabilities	-29
Trade and other payables	-128
Lease liabilities	-71
Employee benefit obligations	-153
Income tax payable	3
Attributable goodwill	28
Net assets disposed of	**639**
Gain/ loss (-) on disposal	-639
Total consideration	**0**
Satisfied by:	
Cash and cash equivalents	0
Deferred consideration	0
Net cash inflow arising on disposal	**-277**
Consideration received in cash and cash equivalents	0
Less: cash and cash equivalents disposed of	-277

Note 34: Commitments and contingent liabilities

As part of the club deal financing obtained in 2022, the following entities—Cegeka Groep NV, Cegeka NV, Cegeka Nederland Holding BV, Cegeka Nederland BV, Cegeka Deutschland GmbH, and Cegeka Romania SRL—acted as guarantors under the facilities agreement. The facilities were secured through pledges on the shares and assets of these guarantors in favour of the banks. Following the amendment of this agreement in 2023, the following CTG entities were also required to become guarantors: CTG Inc, CTG Europe BV, CTG Belgium NV, CTG IT Solutions SA, and CTG ITS SA.

Note 35: Events after the reporting period

There are no significant post balance sheet events.

Note 36: Audit fees

The table below provides an overview of remuneration paid to the independent auditor and its associated parties for services rendered to Cegeka Group.

All figures in Thousand Euro	31.12.2024	31.12.2023
Audit services for the annual financial statements (statutory and consolidated)	785	655
Audit related services	157	148
Other assignments outside the audit assignments	0	78
Total audit fees	**942**	**881**

The audit fees are included in the advisory and insurance costs of the other operating expenses, part of the statement of profit or loss

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