Foxway

Annual Report & Consolidated Accounts 2024

Foxway

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About Foxway

Foxway is one of Europe's leading tech companies. We offer circular services to businesses, the public sector, and resellers of consumer electronics. Our headquarters is located in Stockholm and we have a customer base across Europe.

In a world where technology plays a major role in our daily lives, the importance of consuming, using, and recycling tech responsibly is greater than ever. Our business model ensures sustainability at every stage – from the procurement of sustainable technology to the repair and reuse of hardware. Our main focus is on mobiles and computers, but we also offer other tech equipment and services that support and enhance the hardware experience.

With the vision of becoming the leading company enabling circular tech, we aim to continue growing and be the obvious choice for our customers and partners. We do this by transparently demonstrating what an increasingly sustainable practices look like and what both we and the rest of the industry need to improve in order to move in the right, sustainable direction.

Net sales 2024

7,804.6 MSEK

MSEK	1 Jan - 31 Dec 2024	5 Oct - 31 Dec 2023	Jan - Dec 2023 IFRS Proforma
Net sales	7,804.6	1,960.7	7,355.4
Operational net sales*	8,318.2	2,051.0	7,853.8
Adjusted EBITDA*	686.1	171.7	658.8
Adjusted EBITDA margin %*	8.8%	8.8%	9.0%
Adjusted operational EBITDA*	303.4	89.5	351.0
Adjusted operational EBITDA margin %*	3.6%	4.4%	4.5%
Operating profit/loss (EBIT)	60.5	47.3	121.9
EBIT margin %	0.8%	2.4%	1.7%

**For definitions of key ratios, refer to the alternative performance measures and definitions on page 53-54.*

The new Foxway Group was formed on October 5, 2023 when Foxway became a portfolio company of Nordic Capital XI. The Group's first fiscal year 2023 covered only the period October 5 – December 31, 2023.

IFRS proforma for the full year 2023 includes the consolidated former Foxway Group based on International Financial Reporting Standards (IFRS) and is presented for information purposes.

Comments from our CEO

We are paving the way to circularity leadership

2024 was a transformative year for Foxway and the beginning of an exciting new chapter. During the year, we continued to increase operational efficiency, improved our market position and set a clear direction for our growth journey through to 2028. Our focus moving forward is on executing the established strategy, with the aim of further solidifying our position as the leader in "circular tech." Our ambition is to provide our partners and customers with the most beneficial and cost-efficient services for managing mobile phones, computers and other tech devices.

In 2025, Foxway will also continue to lead the way with a dedication to increased transparency and honesty around what is greenwashing and what is authentically sustainable in the ongoing transition of the tech industry.

Resilience and potential in a challenging market

Despite market challenges, we closed the books for 2024 with a 6.1 percent increase to SEK 7,804.6 million in net sales. Organic growth amounted to 5.6 percent. Despite these pressures, we achieved an adjusted EBITDA of SEK 686.1 million, corresponding to an adjusted EBITDA margin of 8.8 percent. The adjusted operational EBITDA margin was 3.6 percent, mainly due to a lower margin for the Recommerce Mobile business area for the first four months of the year, a weaker market for overstock in Recommerce Computer and Enterprise and the impact of postponed IT investments from certain customers on the Circular Workplace Solutions business area.

The **Recommerce Mobile business area** reported net sales of SEK 2,988.6 million (2,417.9), an increase of 23.6 percent compared with 2023. Adjusted EBITDA rose to SEK 267.8 million (230.3), driven by strong market demand and higher efficiency from automatization and cost control. The gross margin was impacted by low prices for the first four months of the year, but improved considerably in the final six months of the year with strong growth in profitability in Q3 and Q4. However, purchasing remained a challenge, especially during peak seasons such as Black Friday and Christmas shopping. To address this, we intensified our efforts to diversify our sourcing channels and strengthen our repair and refurbishment capabilities.

The **Recommerce Computers & Enterprise (C&E) business area** reported net sales of SEK 2,427.9 million (2,415.2), while adjusted EBITDA fell to SEK 133.6 million (166.3). The lack of overstock and rising prices impacted profitability, but we are seeing a positive trend for our Teqcycle brand and increased demand for premium refurbished devices. We have also invested in expanding our capacity to handle larger volumes of reused enterprise equipment, while we have developed new partnerships with global technology providers to ensure a stable supply of products.

The **Circular Workplace Solutions (CWS) business area** reported net sales of SEK 2,526.5 million, a marginal increase of 0.17 percent from SEK 2,522.3 million last year. Adjusted EBITDA increased to SEK 413.2 million (358.2), but adjusted operational EBITDA fell to SEK 86.8 million (89.8) due to postponed IT investments at some business customers. However, we have already launched many initiatives and partnerships to turn around this trend in 2025 and we are confident that we will succeed in this endeavor.

Strategic initiatives and sustainability leadership

We launched many important initiatives in 2024 to strengthen our offering and our sustainability profile. For example, we entered into a strategic partnership with Tele2 to provide circular workplace services as “Device as a Service,” making it possible for companies to transition from traditional IT purchases to more flexible and sustainable solutions. The partnership is an important step in our ambition to increase recurring revenues and drive the transition to more sustainable IT consumption. We can see rising demand for these services, especially among large organizations that prioritize sustainability and cost efficiency in their IT strategies.

We also launched a new sustainability website to enhance transparency and leadership in circularity, and won the prize of excellence in client sales in Dell Partner Awards. In addition, we expanded our presence at industry-leading events such as Techarenan Zero and Websummit, where we participated in panels on greenwashing and the circular economy.

Sustainability was a central part of our strategy throughout the year. We enhanced our work on electronics waste by extending the life cycle of tech products and increasing re-use. Through our Teqcycle brand, we continued to expand our range of premium refurbished devices, which provides businesses and consumers with sustainable alternatives to making new purchases. We also introduced a range of training initiatives through the Foxway Learning Academy to spread knowledge about circularity and sustainable IT solutions. Our “authentically sustainable” approach for the future is a result of the joint work led by Chief Sustainability Officer Kai-Riin Kriisa and Chief Impact Officer Stefan Nilsson. This vision has now been fully adopted by the Board of Directors and forms the basis of Foxway’s future direction.

Changes in personnel

An important change during the year was strengthening the management team. I took office as CEO in August and Peter Strömberg was recruited as our new Chief Digital Officer (CDO) in the second half of the year, and he will be responsible for our digital transformation and improving customer experiences. Earlier in the year, the company successfully recruited Anders Wallin as Chief Financial Officer (CFO) and Eleonor Öhlander as Chief People & Culture Officer (CPCO).

Furthermore, we had to undertake a comprehensive review of our cost structure due to the prevailing macroeconomic environment in 2024. As a result, we reduced our headcount by a total of over 100 full-time employees and relocated to better and more cost-efficient offices to ensure long-term profitability and scalability. These sometimes tough but necessary decisions make us stronger and better equipped to face market fluctuations in the future.

Market outlook

We are entering 2025 by maintaining our focus on organic growth and strategic acquisitions. We are particularly looking forward to the positive effect of the launch of the Samsung Galaxy S25 in the first quarter and other future product launches that companies such as Apple are expected to have in the mobile trade-in market. At the same time, we are continuing to expand our sourcing channels and expand our geographic range.

Our long-term vision is to redefine the tech industry through circularity and transparency. We are endeavoring to maximize the life cycles of devices, promote use-based consumption models and reduce digital inequality. Foxway is ready to meet the challenges of the future with a clear strategy, a committed team and a robust sustainability agenda.

I would like to thank all of our customers, partners and employees for your commitment and support during the year. Together, we are building a more sustainable future for the IT industry.

Patrick Höijer
President and CEO

Business areas

CWS (Circular Workspace Solutions)

Provides "Device-as-a-Service" solutions and related tech services for workplaces (e.g., computers, printers). Targets large and medium-sized enterprises as well as public sector customers in the Nordics.

32%
of net sales
2024

MSEK	CWS 1 Jan - 31 Dec 2024	5 Oct - 31 Dec 2023	Jan - Dec 2023 IFRS Proforma
Net sales	2,526.5	596.0	2,522.3
Operational net sales*	3,017.1	681.0	2,939.7
Adjusted EBITDA*	413.2	92.3	358.2
Adjusted EBITDA margin %*	16.4%	15.5%	14.2%
Adjusted operational EBITDA*	86.8	21.8	89.8
Adjusted operational EBITDA margin %*	2.9%	3.2%	3.1%

For definitions of key ratios, refer to the alternative performance measures and definitions on page 53-54.

Recommerce Mobile

Offers trade-in solutions and asset-recovery services for smart-phones and related products, focusing on mobile operators, retail-ers, and other partners. Products are purchased, refurbished, and resold to B2B customers through collaboration with marketplaces.

38%
of net sales
2024

MSEK	Recommerce Mobile 1 Jan - 31 Dec 2024	5 Oct - 31 Dec 2023	Jan - Dec 2023 IFRS Proforma
Net sales	2,988.6	728.9	2,417.9
Operational net sales*	3,011.6	734.2	2,498.9
Adjusted EBITDA*	267.8	64.1	230.3
Adjusted EBITDA margin %*	9.0%	8.8%	9.5%
Adjusted operational EBITDA*	228.4	56.2	206.8
Adjusted operational EBITDA margin %*	7.6%	7.7%	8.3%

For definitions of key ratios, refer to the alternative performance measures and definitions on page 53-54.

Recommerce C&E

Focuses on computers, business equipment, and other related products obtained via various partners (e.g., OEM manufacturers, financial institutions, data centers). Manages both reused devices and new overstock products.

30%
of net sales
2024

MSEK	Recommerce C&E 1 Jan - 31 Dec 2024	5 Oct - 31 Dec 2023	Jan - Dec 2023 IFRS Proforma
Net sales	2,427.9	635.9	2,415.2
Operational net sales*	2,427.9	635.9	2,415.2
Adjusted EBITDA*	133.6	45.5	166.3
Adjusted EBITDA margin %*	5.5%	7.2%	6.9%
Adjusted operational EBITDA*	116.7	41.5	150.5
Adjusted operational EBITDA margin %*	4.8%	6.5%	6.2%

For definitions of key ratios, refer to the alternative performance measures and definitions on page 53-54.

Our mission:

We enable circular tech for everyone

We have a unique business model that challenges status quo and pushes the industry to be more sustainable

Foxway – a pioneer in circular tech

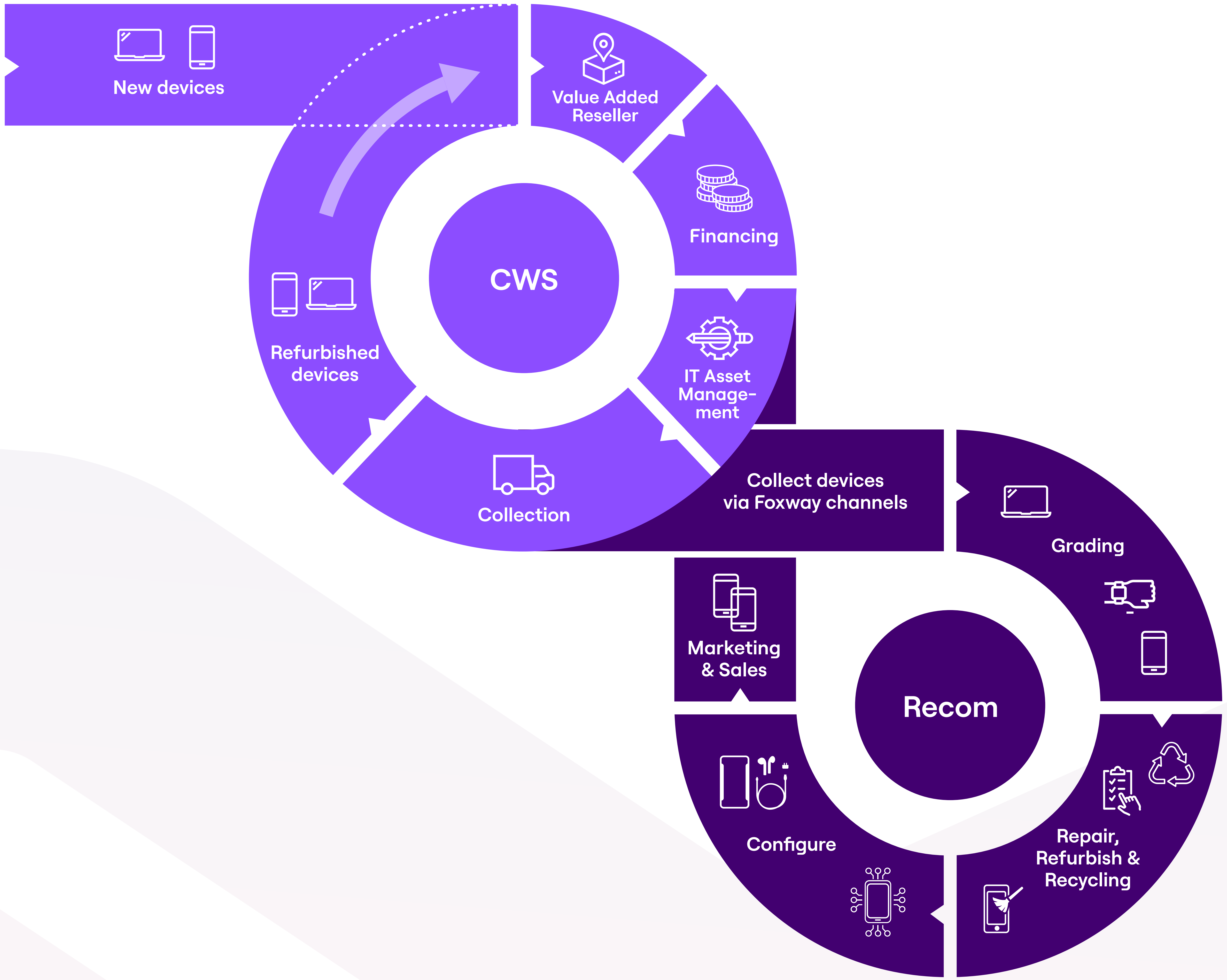
Foxway stands out through a comprehensive circular offering that covers the entire lifecycle of tech equipment. We provide a wide range of both computers and mobile devices from various brands, models, and quality grades – allowing us to meet the diverse needs of our customer segments.

Our offering includes both new and refurbished devices, creating flexibility in the procurement process while promoting sustainable choices. As a leader in sustainability, we provide our customers and partners with valuable advice, along with accessible reporting that supports their environmental and climate goals.

Because tech products often pass through our tech centers multiple times during their lifecycle, we gather extensive data that gives us unique insights into each device's journey. With the help of AI-based tools, we can also predict remaining lifespan and future value, which not only helps our customers make more sustainable decisions but also enables smart and profitable financial solutions for retailers, banks, and other partners in the sharing economy.

At Foxway, we are also proud that nearly half of our employees work on repairing, upgrading, and creating new value from tech devices, so they can be used a second or even a third time. When the devices finally reach the end of their lifecycle, we take responsibility for secure and sustainable recycling. Through urban mining, we recover parts and components, and ensure that the remaining materials are handled in an environmentally responsible way.

This makes us a unique player in the circular tech industry – with a sustainability strategy that not only complements but actively challenges the traditional linear consumption model.



01 Administration Report

The Board of Directors and CEO of Foxway Holding AB (publ), Corp. ID. No. 559366-8758, hereby present the Annual Report and consolidated accounts for the financial year 1 January 2024–31 December 2024.

Operations

Foxway is one of Europe's leading tech services companies, and focuses its offering on organizations, the public sector and the recommerce industry. Foxway consists of some 20 wholly-owned subsidiaries in Europe, Asia and the US.

Foxway's circular business model offers many opportunities to our partners and customers. We enable circularity through services such as Device as a Service (DaaS), trade-in solutions, refurbishment and resale. The value propositions in Foxway are based on circular management of tech devices and ensuring a sustainable choice of tech and maximizing the life cycle of the device through repair or resale. When the end-of-life is reached for the devices, Foxway ensures sustainable recycling by extracting parts and components (urban mining) and later ensuring that waste materials are recycled for material recovery in an environmentally responsible and compliant way. This takes place in partnership with leading recycling operators in the industry.

Foxway's business model helps companies maximize their digitalization while minimizing their carbon footprint. We guide our partners and customers in their transition to consume tech more sustainably by offering circular solutions rather than traditional linear consumption.

Foxway operates in three business areas: CWS (Circular Workspace Solutions), Recommerce Mobile and Recommerce C&E (Computers and Enterprise equipment). These three areas collaborate with support from our central group functions.

CWS (Circular Workplace Solutions) provides Device as a Service (DaaS) solutions and related services for workspace equipment, such as computers, printers, audio/video and other related products. This part of the business focuses primarily on global and local mid/large size corporates and the public sector. CWS has offices across Sweden, Norway and Finland.

Recommerce Mobile offers trade-in solutions and asset-recovery services for smartphones and other related products, focusing on mobile operators, retailers, and other partners. The products are sourced, refurbished, and remarketed to B2B customers through collaboration with marketplaces. Recommerce Mobile is mainly focusing on the European market.

Recommerce C&E (Computer and Enterprise Equipment) focuses on computers, enterprise equipment and other related products. This part of the business sources products from various partners, such as OEMs (original equipment manufacturers), financing companies, datacenters and resellers. Recommerce C&E handles both reused devices and new overstock devices. Recommerce C&E is mainly operated out of Denmark and the UK and focuses on both the Nordic and European markets.

The new Foxway Group was formed on October 5, 2023 when Foxway became a portfolio company of Nordic Capital XI. The Group's first financial year 2023 covered only the period October 5 – December 31, 2023.

Key ratios - Group

Amounts in MSEK	1 Jan - 31 Dec 2024	5 Oct - 31 Dec 2023
Net sales	7,804.6	1,960.7
Operational net sales*	8,318.2	2,051.0
Adjusted EBITDA*	686.1	171.7
Adjusted EBITDA margin (%)*	8.8%	8.8%
Adjusted operational EBITDA*	303.4	89.5
Adjusted operational EBITDA margin %*	3.6%	4.4%
Operating profit/loss (EBIT)	60.5	47.3
EBIT margin %	0.8%	2.4%
Profit/loss before tax	-299.8	-53.1
Balance sheet total	8,357.9	8,554.5
Equity/assets ratio (%)*	45.5%	46.0%
Operating cash flow	292.1	43.5
Average number of emplyees	1,242	1,318

**For definitions of key ratios, refer to the Definitions and alternative performance measures on page 53-54.*

Significant events during the year

- The business area CWS (Circular Workspace Solutions) introduced premium refurbished computers and mobile phones to the Device as a Service (DaaS) offering. These devices are set to revolutionize device management in an even more sustainable way, while maintaining top-notch performance and quality.
- Foxway's CFO Erik Källmin left his position at the end of February 2024. Head of Group Controlling Gustav Zaar was appointed Interim Group CFO as of February 1, 2024.
- Foxway Holding AB's Annual General Meeting on May 17, 2024 adopted the income statement and balance sheet as well as the consolidated income statement and balance sheet. Beatrice Bandel and Max Cantor were elected as new members of the Board and replaced Andreas Näsvik and Jens Aleljung. Joakim Andreasson was appointed as the new Chairman of the Board.
- Anders Wallin started on June 2, 2024 as new Chief Financial Officer (CFO).
- Eleonor Öhlander started as Chief People & Culture Officer on June 5, 2024.
- EUR 200 million in Foxway Holding AB (publ) senior secured callable floating rate notes due 2028 were admitted to trading on the corporate bond list of Nasdaq Stockholm on July 4, 2024.
- Foxway was awarded the prestigious Lenovo 360 Circle Outstanding Climate Action Award for 2024. This recognition places Foxway at the forefront of sustainability efforts within the tech industry, marking a significant milestone.
- The Board of Directors of Foxway announced the appointment of Patrick Höijer as new CEO on July 14, 2024. The leadership change was part of a transition to better prepare the company for the next chapter of growth. Patrick Höijer succeeded Martin Backman, Foxway's Co-Founder, who will remain a shareholder.
- F9 and Foxway forged a strategic partnership to revitalize sustainable tech distribution, combining F9's robust distribution network in Finland and the Baltics with Foxway's expertise in circular tech. Through Foxway's premium product brand – Teqcycle – the partnership focuses on offering a comprehensive solution that meets the increasing demand for sustainable IT products in the B2B sector.
- Onboarding and rollouts completed on new major customer Bærum Municipality.
- Two major automatization investments were made at our production line in Tartu, which is an automated inventory solution and a new automated mobile phone testing line to create scalability in production and enable further growth over the next few years.
- Foxway and Tele2 formed a strategic partnership to address growing circular tech needs for businesses.
- Foxway launched a new sustainability website to promote transparency and thought leadership in circularity.
- Foxway won the prize of excellence in client sales in Dell Partner Awards.
- Foxway relocated to new offices in Malmö, Gothenburg and Stockholm optimized for collaboration, security and cost effectiveness.
- Foxway held a keynote at Techarenan Zero about greenwashing in the circular economy in Stockholm, Sweden, on October 23.
- Foxway participated in four different sustainability talks at Websummit in Lisbon, Portugal, November 13.
- Foxway welcomed new Chief Digital Officer Peter Strömberg, who joined the company in December.

Net sales and result

Net sales for the period amounted to SEK 7,804.6 million, an increase of 6.1 percent compared to last year. Organic growth was 5.6 percent, mainly driven by a strong year for Recommerce Mobile (23.6 percent).

Adjusted EBITDA amounted to SEK 686.1 million, corresponding to an adjusted EBITDA margin of 8.8 percent, a slight decline by 0.2 pp compared to last year. Adjusted EBITDA was negatively impacted by a low gross margin for iPhones in Recommerce Mobile for the first four months of the year, due to lower pricing of new iPhones from September 2023 that affected the market for refurbished goods in 2024 as well. However, the margin improved significantly during the year and the business area delivered strong profitability growth in both Q3 and Q4. Furthermore, the market for sales of "overstock," meaning when manufacturers of IT equipment manufacture more than demand, was slow throughout the year, while CWS growth halted at the end of year due to companies and the public sector delaying IT equipment investments in the overall market. Through the cost reduction program, we have reduced our cost base, and more than 100 employees left the company during the year.

Operating profit/loss (EBIT) was SEK 60.5 million corresponding to an EBIT margin of 0.8 percent. Non-recurring items affecting quarterly operating profit amounted to SEK -99.2 million, of which M&A costs amounted to SEK -24.7 million mainly related to transaction costs for interrupted M&A discussions at an early stage.

The other non-recurring items comprised, for example, preparation of a new Company strategy, closure of a financing solution focused on consumers (i.e., cDaaS), alignment of accounting policies with IFRS for Recommerce Mobile, penalties due to late delivery as part of relocation of service operations within CWS and other reorganization costs. A reduction in the purchase price for the acquisition of Foxway Group is reported in other income and also included in non-recurring items with a positive impact of SEK 32.6 million.

Adjusted operational EBITDA amounted to SEK 303.4 million, corresponding to an adjusted operational EBITDA margin of 3.6 percent. For more information, see the reconciliation of alternative performance measures for adjusted operational EBITDA on page 53.

The Group's net financial items amounted to SEK -360.3 million. The net effect of exchange rate differences amounted to SEK -2.3 million and the interest net amounted to SEK –310.2 million. Unrealized changes in value of derivatives are included in the amount of SEK -46.0 million, which was not taken into account in the earnings presented in the Year-end Report 2024.

Profit/loss before tax for the period amounted to SEK -299.8 million and profit/loss after tax to -266.7 million.

Financial position

The Group's net debt amounted to SEK 2,815.8 million, compared to SEK 2,397.7 million on December 31, 2023. The alternative net debt (excluding lease liabilities for IFRS 16 and sale and leaseback) was SEK 1,809.8 million at the end of the period, compared to SEK 1,602.2 million on December 31, 2023. For more information about the calculation of alternative net debt see page 20. Cash and cash equivalents at the end of the period amounted to SEK 503.6 million, compared to SEK 722.1 million on December 31, 2023.

Available liquidity is SEK 1,008.2 million, taking untapped revolving credit facility of SEK 504.6 million into consideration.

At the end of the period, the Group's total equity was SEK 3,805.3 million with an equity/assets ratio of 45.5 percent.

Cash flow and investments

The operating cash flow for the full year amounted to SEK 292.1 million. of which the cash flow effect of changes in working capital amounted to SEK 137.8 million. The positive change in working capital was mainly from lower inventories.

Total cash flow from investing activities for the January to December period amounted to SEK -617.6 million, of which intangible assets SEK -57.1 million and tangible assets related to sale and leaseback SEK -516.4 million and other tangible assets SEK -74.9 million. A settlement of the purchase price for the acquisition of Foxway Group had a positive impact of SEK 30.4 million on cash flow.

In the 2023 Annual Report, purchased IT hardware, which is part of sale and leaseback agreements, was offset against the sale of the same hardware to financing partners. Since the hardware is not considered to have been sold to financing partners under IFRS 15 but remains as a tangible asset on the Group's balance sheet, the purchase of the hardware is to be considered as investments in tangible assets. The sale of the hardware to financing partners is not classified as revenue under IFRS 15 but is treated as a financing transaction. These items were reclassified in the cash flow for last year, which has affected cash flow from investing activities by SEK -86.8 million and financing activities by SEK 81.7 million. Adjustments to working capital have resulted in a minor change in cash flow from operating activities by SEK 5.2 million.

Cash flow from financing activities for the full year amounted to SEK 90.0 million, of which increased borrowings of SEK 580.8 million and repayments of loans of SEK -358.1 million were attributable to sale and leaseback arrangements.

Market and future outlook

The B2B market continues to face pressure, which is primarily affecting our CWS business area. That said, Foxway's diversified portfolio provides a strategic hedge against a challenging market. For the Recommerce Mobile and Recommerce C&E business areas, the launch of the Samsung Galaxy S25 and other product launches from Apple, for example, are expected to have positive effects on the trade-in market in 2025.

Foxway is maintaining its focus on organic growth and strategic acquisitions. This involves the aim of expanding sourcing for reused devices and the geographical reach as well as executing the established strategic plan and capitalizing on identified growth opportunities.

Foxway's long-term vision is to redefine the tech industry through circularity and transparency. By endeavoring to maximize the life cycles of devices, promote use-based consumption models and reduce digital inequality.

Employees

The average number of full-time employees (FTEs) in the Group for January to December was 1,242. On December 31, 2024, the Group's headcount was 1,275 (1,380), including consultants.

Risks and uncertainties

Foxway is subject to several operational and financial risks, which may affect parts or all of its operations. Exposure to risk is a natural part of running a business and this is reflected in Foxway's approach to risk management. It aims to identify risks and prevent risks from occurring or to limit any damage resulting from these risks. Risks to the business can be categorized as market and competitive risks, operational risks, strategic risks, sustainability risks and financial risks.

Through the Group's risk management and internal control framework, Foxway aims to systematically identify, assess and manage risk throughout the Group. Responsibility for risk management and internal control rests primarily with the operation itself, i.e. with the CEO, managers and employees in the operational units and through the work they carry out in accordance with the roles, instructions and guidelines that apply to each of them. The most significant risks are the economic impact on demand, risks within IT infrastructure and also geopolitical risks. Currency fluctuations and disruptions on the world's financial markets also constitute significant risks. The uncertain macro and geopolitical environment continues, with among other things war in Ukraine and Gaza, which has led to increased uncertainty regarding risks and uncertainties in general.

Foxway has a relatively diverse market exposure since the business comprises three different segments: CWS, Recommerce Mobile and Recommerce C&E.

CWS is part of the market for electronics for larger companies and organizations, concentrated on the Nordics. In the past, the market has displayed relatively stable growth. Due to long-term customer relationships, integrated solutions with customers, long contract terms with public-sector customers and framework agreements, CWS is less susceptible to weakening markets. CWS is affected by supplier pricing and the ability to deliver. CWS works closely with all major suppliers in the market and holds the necessary certifications, and given the market share that Foxway commands, Foxway is able to negotiate favorable solutions.

Recommerce Mobile is part of the circular electronics market with a focus on mobile phones. The market has grown significantly in recent years and Recommerce Mobile has captured a large market share in Europe. Recommerce Mobile has long-term relationships with partners that have integrated solutions with Foxway, making Recommerce Mobile less sensitive to changes in economic cycles. Demand for reused mobile phones has historically risen in the event of an economic slowdown, although the market has also grown in economic upturns and downturns in recent years.

Recommerce C&E is part of the circular electronics market with a main focus on computers and network products. This market has also experienced sharp growth in recent years. Long-term relationships with partners and established players mean that Recommerce's sales of equipment are less sensitive to softening markets.

The Group is also exposed to financial risks such as liquidity risk, currency risk, credit risk and interest rate risk.

These risks are described in more detail in the Group's Note 21 Financial instruments and financial risks.

Corporate governance

Foxway's corporate governance refers to how the Group is governed and managed. Good corporate governance is an important part of ensuring that the company is managed in a sustainable and responsible manner in accordance with applicable laws and regulations and that the company achieves its targets and strategies.

The company complies with the Swedish Companies Act, the Swedish Annual Accounts Act and Nasdaq Stockholm's Rulebook for Issuers of Fixed Income Instruments.

The governing bodies of the Foxway Group are the Board of the Group's ultimate Parent Company Foxway TopCo AB, the Board of Foxway Holding AB (publ) and the President and CEO appointed by the Board, as well as the Group's management team. The Board of Foxway TopCo AB has also appointed an Audit Committee and a Remuneration Committee.

Ownership structure and number of shares

On October 5, 2023, Foxway Group (consisting of some 20 wholly owned subsidiaries and branches) became a portfolio company of Nordic Capital XI. The ultimate Swedish Parent Company of the Group is Foxway TopCo AB, Corp. ID. No. 556432-8410 with its registered office in Stockholm and is owned by Nordic Capital XI (majority) and Norwegian venture capital fund Norvestor IX LP (minority). Nordic Capital is a leading private equity investor focusing on Healthcare, Technology & Payments, Financial Services, and Services & Industrial Tech. Key regions are Europe and globally for Healthcare and Technology & Payments investments. Norvestor primarily invests in medium-sized companies in the Nordics. Former founders of Foxway and management, the Board and a large number of the Group's employees have an indirect ownership of 11.49 percent in the holding structure.

The Parent Company's share capital amounts to SEK 0.6 million, divided between 2,884,597,053 shares. Owning shares entitles the holder to one vote per share at the General Meeting.

Articles of Association

The appointment or dismissal of the Board is decided annually at the Annual General Meeting or, if necessary, at an Extraordinary General Meeting. The same applies to amendments to the Articles of Association. According to the Articles of Association, the Board shall consist of three to ten members with a maximum of five deputies.

In 2024, the General Meeting did not authorize the Board to resolve on new share issues or the acquisition of own shares.

Internal control over financial reporting

Responsibility for internal control rests primarily with the operation itself, i.e. with the CEO, managers and employees in the operational units and through the work they carry out in accordance with the roles, instructions and guidelines that apply to each of them. In summary, the processes are informal but are gradually being developed toward more standardized processes in certain areas. This means that processes are in place, but there is a general lack of documentation and structured follow-up of this. The Group has primarily focused on establishing and documenting governance documents and policies; the next step is to define a standardized framework for the most material processes, thereby improving documentation and proactivity related to the financial reporting. The financial reporting also includes preparing interim reports and annual reports.

The objective is in the long term for Foxway to achieve a monitored level for its internal controls by establishing an internal control framework that is integrated into the companies' business processes. To achieve this, personnel need to be trained and formal control owners need to be appointed. This will result in the companies working to monitor outcomes and implement improvements in a structured manner.

Significant events after the end of the financial year

- Foxway was the first company in Europe to initiate a partnership with HP for premium refurbished computers and thereby became a part of the HP Certified Licensing Partner Program
- Foxway Learning Academy launched webinar series to educate the IT industry on circularity.
- Launch of a new digital platform for our DaaS solution to improve the customer experience.

Parent Company

Foxway Holding AB (publ) is the Parent Company of the Foxway Group. Foxway Holding AB (publ) offers management services to the Group and has a bond listed on the corporate bond list of Nasdaq Stockholm.

The Parent Company's operating loss amounted to SEK-30.3 million and loss before tax to SEK -126.9 million. The finance net was SEK -156.5 million and consists of net interest of SEK -70.3 million, exchange rate differences of SEK -83.0 million, and a dividend of SEK 45.0 million. Unrealized changes in value of derivatives are included in the amount of SEK -46.0 million, which was not taken into account in the earnings presented in the Year-end Report 2024.

The Parent Company's net debt amounted to SEK 479.3 million, compared to SEK 248.1 million on December 31, 2023. Total equity was SEK 4,115.4 million. The Parent Company's cash and cash equivalents on the balance sheet date amounted to SEK 72.3 million.

Sustainability disclosures

Foxway is subject to the regulations for sustainability reporting, and has prepared a sustainability report for Foxway Holding AB (publ) and its subsidiaries for the period from January 1 to December 31, 2024. In accordance with Chapter 6, Section 11 of the Swedish Annual Accounts Act, Foxway has chosen to prepare the statutory sustainability report separately from its annual report. The sustainability report was submitted to the Swedish Companies Registration Office together with the annual report. It is also available on www.foxway.com - Investor information.

Sustainability is an important issue for both Foxway and its owners. The Group's services are sustainable in that Foxway is able to extend the life cycle of products through sustainable choices, return , repair and resale.

Appropriaton of profit

	The following amounts are at the disposal of the Annual General Meeting:
Share premium reserve	566,529,089
Retained earnings	3,665,688,652
Loss for the year	-117,382,087
Total	**4,114,835,655**
The Board of Directors proposes that be carried forward	4,114,835,655

For information regarding the Group's and the Parent Company's earnings and financial position, refer to the following financial statements and accompanying notes.

02

Financial Reports Group

Consolidated income statement

MSEK	Note	1 Jan - 31 Dec 2024	5 Oct - 31 Dec 2023
Total revenue			
Net sales	4, 5	7,804.6	1,960.7
Other operating income	7	53.7	10.7
		7,858.3	**1,971.4**
Operating expenses			
Goods for resale		-6,071.8	-1,523.4
Other external expenses	6, 8	-372.9	-83.2
Personnel costs	9	-828.8	-211.4
Depreciation/amortization and impairment of tangible and intangible assets		-526.4	-102.6
Other operating expenses		2.1	-3.5
		-7,797.8	**-1,924.1**
Operating profit/loss		60.5	**47.3**
Financial income and expenses			
Financial income	10	16.6	6.0
Financial expenses*	11	-376.9	-106.4
		-360.3	**-100.3**
Profit/loss before tax		-299.8	-53.1
Tax on profit/loss for the year	12	33.1	-16.9
Profit/loss for the year		**-266.7**	**-69.9**
Profit/loss for the year attributable to:			
Shareholders of the Parent Company		-266.7	-69.9

**Unrealized changes in value regarding derivatives of SEK -46.0 million and related deferred tax amounting to SEK 9.5 million were not taken into account in the Year-end Report 2024.*

Consolidated comprehensive income

MSEK	Note	1 Jan - 31 Dec 2024	5 Oct - 31 Dec 2023
Profit/loss for the year		-266.7	-69.9
Items that can be reclassified to the income statement			
Exchange differences on translation of foreign operations		197.2	-168.8
Exchange differences on hedging instruments of net investments in foreign operations		-78.1	100.1
Deferred tax on exchange differences on hedging instruments of net investments in foreign operations		16.1	-20.6
Share-based remuneration transactions		1.3	1.3
		136.5	**-88.0**
Items that will not be reclassified to the income statement		-	-
Comprehensive income for the year		**-130.2**	**-157.9**
Comprehensive income for the year attributable to:			
Shareholders of the Parent Company		-130.2	-157.9

Consolidated balance sheet

MSEK	Note	31 Dec 2024	31 Dec 2023
ASSETS			
Non-current assets			
Intangible assets			
Capitalised development expenditure	13	129.7	107.0
Concessions, patents, licenses, trademarks, etc.	13	131.3	222.1
Goodwill	13	4,907.9	4,748.4
		5,168.9	**5,077.5**
Tangible assets			
Leasehold improvements	14	15.1	15.3
Plant and machinery	14	808.1	626.7
Equipment, tools, fixtures and fittings	14	19.0	10.3
Right-of-use assets	15	252.8	227.5
		1,095.0	**879.8**
Finacial assets			
Other non-current receivables	16	0.9	1.0
Deferred tax assets*	12	73.2	34.6
		74.1	**35.5**
Total non-current assets		**6,338.0**	**5,992.9**
Current assets			
Finished goods and goods for resale	17	817.0	1,082.7
Current receivables			
Accounts receivable	21	512.9	558.0
Current tax accounts		13.0	11.9
Other receivables		72.1	52.6
Prepaid expenses and accrued income	18	101.4	134.2
		699.3	**756.7**
Cash and bank balances	20	503.6	722.1
Total current assets		**2,019.9**	**2,561.6**
Total assets		**8,357.9**	**8,554.5**

MSEK	Note	31 Dec 2024	31 Dec 2023
Equity and liabilities			
Equity			
Share capital	19	0.6	0.6
Other contributed capital		4,249.1	4,249.1
Other equity, including loss for the year		-444.3	-314.2
Total equity		**3,805.3**	**3,935.5**
Non-current liabilities			
Deferred tax liabilities	12	57.2	94.1
Bond loans	20, 21	2,229.1	2,131.5
Liabilities to credit institutions	20, 21	437.6	335.2
Lease liabilities	6, 15	215.5	185.5
Other liabilities*	21	46.1	0.3
Total non-current liabilities		**2,985.6**	**2,746.6**
Current liabilities			
Bank overdraft facilities	20, 21	–	0.6
Liabilities to credit institutions	20, 21	352.1	270.2
Accounts payable	21	549.7	641.9
Lease liabilities	6, 15	45.5	44.8
Current tax liabilities	12	11.4	35.5
Other liabilities		99.6	246.6
Accrued expenses and deferred income	22	508.7	632.7
Total current liabilities		**1,567.0**	**1,872.3**
Total equity and liabilities		**8,357.9**	**8,554.5**

**Liability relating to derivatives of SEK 46.0 (–) million and related deferred tax asset amounting to SEK 9.5 (–) million were not taken into account in the Year-end Report 2024..*

Consolidated statement of changes in equity

	Equity attributable to shareholders of the Parent Company				
MSEK	**Share capital**	**Other contributed capital**	**Other reserves**	**Other equity, incl. loss for the year**	**Total equity**
Opening equity 5 October 2023*	0.5	-	-	-156.2	-155.7
New share issue	0.1	566.5	-	-	566.6
Shareholders' contributions	-	3,682.6	-	-	3,682.6
Loss for the year	-	-	-	-69.9	-69.9
Other comprehensive income	-	-	-88.1	-	-88.1
Closing balance 31 December 2023	**0.6**	**4,249.1**	**-88.1**	**-226.1**	**3,935.5**
Opening equity 1 January 2024	0.6	4,249.1	-88.1	-226.1	3,935.5
Loss for the year	-	-	-	-266.7	-266.7
Other comprehensive income	-	-	136.5	-	136.5
Closing balance 31 Dec 2024	**0.6**	**4,249.1**	**48.4**	**-492.8**	**3,805.3**

** Opening equity for the Group comprises equity attributable to the Parent Company Foxway Holding AB (publ) and transaction costs related to the acquisition on 5 October 2023.*

Consolidated cash flow statement

MSEK	Note	1 Jan - 31 Dec 2024	5 Oct - 31 Dec 2023
Operating activities			
Operating profit		60.5	47.3
Adjustments for non-cash items	23	516.5	103.6
Interest received, etc.		15.6	7.3
Interest paid, etc.		-386.6	-46.7
Income tax paid		-51.7	-20.6
Cash flow from operating activities before changes in working capital		**154.2**	**90.9**
Cash flow from changes in working capital			
Decrease(+)/increase(-) in inventory/work in progress		312.5	11.4
Decrease(+)/increase(-) in accounts receivable		42.9	17.1
Decrease(+)/increase(-) in receivable		28.1	-7.8
Decrease(-)/increase(+) in accounts payable		-114.6	-42.9
Decrease(-)/increase(+) in current liabilities		-131.1	-25.2
Cash flow from operating activities		**292.1**	**43.5**
Investing activities			
Acquisition of subsidiaries	3	30.4	-3,483.0
Investments in intangible assets	13	-57.1	-10.9
Investments in tangible assets	14	-591.3	-95.1
Sale of tangible assets	14	0.2	-
Change in financial fixed assets		0.1	-
Cash flow from investing activities		**-617.6**	**-3,589.1**
Financing activities			
New share issue and shareholder contribution		-	3,756.6
Increase in borrowings	20, 21	580.8	2,347.2
Repayment of borrowings	20, 21	-447.7	-1,813.5
Changes in lease liabilities	20, 21	-43.1	-9.9
Cash flow from financing activities		**90.0**	**4,280.3**
Change in cash and cash equivalents		-235.6	734.7
Cash and cash equivalents at beginning of the period		722.1	0.5
Exchange rate differences in cash and cash equivalents		17.1	-13.1
Cash and cash equivalents at end of the year		**503.6**	**722.1**

Group's Notes

Note 1: Accounting policies

General information

Foxway Holding AB (publ), Corp. ID. No. 559366-8758, is a Swedish registered limited liability company with its registered office in Stockholm, Sweden. The address of the head office is: Evenemangsgatan 21, SE-169 21 Solna. Foxway Holding AB (publ) is listed on the corporate bond list of Nasdaq Stockholm. The primary operations of the company and its subsidiaries are described in the Administration Report in this Annual Report.

The consolidated accounts for the financial year ending 31 December 2024 were approved by the Board of Directors and will be presented for adoption by the Annual General Meeting on 16 May 2025.

Since the Group was founded on 5 October 2023, the first financial year extends from 5 October 2023 to 31 December 2023. IFRS has been applied since the formation of the Group.

The consolidated accounts for 2024 comprise the Parent Company Foxway Holding AB (publ) and its subsidiaries, which are jointly referred to as the "Group." Foxway Holding AB (publ) is a wholly owned subsidiary of Foxway MidCo 2 AB, Corp. ID. No. 559432-8394 with its registered office in Stockholm, which in turn is 98.85 percent owned by Foxway MidCo 1 AB, Corp. ID. No. 559432-8402 with its registered office in Stockholm. The remaining 1.15 percent is owned by minority shareholders.

The ultimate Swedish Parent Company of the Group is Foxway TopCo AB, Corp. ID. No. 556432-8410 with its registered office in Stockholm. For the annual accounts as per 31 December 2024, this Parent Company will not prepare consolidated accounts in accordance with the provisions of Chapter 7 of the Swedish Annual Accounts Act.

The indirect owners of Foxway TopCo AB is Nordic Capital XI (majority) and Norwegian venture capital fund Norvestor IX LP (minority). Nordic Capital is a leading private equity investor focusing on Healthcare, Technology & Payments, Financial Services, and Industrial & Business Services. Key regions are Europe and globally for Healthcare and Technology & Payments investments. Norvestor primarily invests in medium-sized companies in the Nordics. Former founders of Foxway and management, the Board and a large number of the Group's employees have also invested into the holding structure.

Basis of preparation

The consolidated accounts were prepared in accordance with the Annual Accounts Act, the International Financial Reporting Standards (IFRS®) as endorsed by the EU, as well as interpretations issued by the IFRS Interpretations Committee (IFRIC) as per 31 December 2023. The Group does not apply IAS 33 Earnings Per Share in accordance with the exception rules for unlisted companies. In addition, the Group applies the Swedish Financial Reporting Board recommendation RFR 1 Supplementary Accounting Rules for Groups, which specifies the supplements to IFRS disclosures that are required under the provisions of the Annual Accounts Act.

Items have been measured at cost in the consolidated accounts, unless otherwise stated. The Group's presentation currency is Swedish kronor (SEK). All amounts are in million SEK, with one decimal place, unless otherwise stated. Accounting policies are also presented in further detail in the related note.

New accounting policies for 2025 and later

No amendments to existing standards that will come into force in 2025 or later are expected to have a material impact on the Group's financial statements.

Consolidation

The consolidated accounts include the Parent Company, Foxway Holding AB (publ), and the companies in which Foxway Holding AB (publ) has a direct or indirect control. Subsidiaries are all entities (including structured entities) over which the Group exercises control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its holdings in the entity and has the ability to affect those returns through its influence in the company.

Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The Group's equity comprises the equity of the Parent Company and the portion of equity of the subsidiaries that arises after the acquisition. All intra-Group transactions and intra-Group balances are eliminated in the consolidated accounts.

Foreign currency

Items that are included in the financial statements from the various entities in the Group are recognized in the currency used in the primary economical environment in which each entity primarily operates (functional currency). All amounts are translated to SEK in the consolidated accounts, which is the functional currency and the reporting currency of the Parent Company.

Transactions and balance-sheet items

Transactions in foreign currency are recognized in each entity based on the entity's functional currency at the exchange rate on the transaction date. Monetary assets and liabilities in foreign currencies are translated at the closing-day rate and any exchange differences arising are included in profit/loss for the period. Exchange differences on operating receivables and liabilities are recognized in operating profit/loss, while exchange differences on financial receivables and liabilities are recognized in finance net.

Translation of foreign subsidiaries

When preparing the consolidated accounts, the balance sheets of foreign operations are translated into SEK at the closing-day rate, while income statements are translated at the average rate for the period. Any translation differences arising are recognized in other comprehensive income and accumulated in the translation reserve in equity. The accumulated translation difference is reversed and recognized as part of capital gains/losses in the event of the divestment of a foreign operation. Goodwill and fair value adjustments relating to acquisitions of businesses with a different functional currency than SEK are treated as assets and liabilities in the currency of the acquired business and translated at the closing-day rate.

Alternative performance measures

Alternative performance measures are used in the Annual Report for following up the Group's operations. Alternative performance measures are key ratios that are not defined under IFRS. For reconciliation of the primary alternative performance measures and definitions, see pages 53-54.

Note 2: Key estimates and judgements

Important judgements made in the application of the Group's accounting policies

The preparation of the financial statements involves making estimates and judgements about the future that affect the balance sheet and income statement items reported in the financial statements. These judgements are based on past experience and the various assumptions that management and the Board consider reasonable under the prevailing circumstances. Where it is not possible to determine the carrying amount of assets and liabilities using information from other sources, the valuation is based on such estimates and judgements. Actual outcomes may differ from these judgements if other judgements are made or other circumstances are in place.

The following sections describe significant judgements made by company management in the application of the Group's accounting policies that have the most significant effect on the carrying amounts in the financial statements.

Impairment testing of goodwill and other intangible assets

Goodwill and other intangible assets are tested for impairment whenever events or changed circumstances indicate a potential impairment requirement of acquisition goodwill, for example, due to changes in the business climate, changed external factors or decisions to divest or discontinue certain operations. To determine whether the value of goodwill has decreased, the cash-generating unit to which the goodwill is attributable must be measured by discounting the unit's cash flows. In applying this method, the company relies on a number of factors including results achieved, business plans, financial forecasts and market data.

The impairment test for the year was based on the transaction carried out on 5 October 2023 in connection with the formation of the Group. The Board believes that the reported surplus values are consistent with the prepared purchase price allocations and thus no impairment is required.

Repurchase obligations

As of 31 December 2024, the Group has a repurchase obligation (right and obligation) pertaining to the issued residual value of financed IT equipment to diverse funding partners totalling SEK 86.8 million. The repurchase obligation is considered to be low in relation to the expected value on the sale date, which is why no provisions have been made for these rights and obligations.

Deferred tax on loss carryforwards

Both judgements and assumptions are made in connection with the calculation of deferred tax on temporary differences arising between tax and carrying amounts. These are mainly related to determining the carrying amount and subsequently the possibility of utilizing loss carryforwards against future profit. Management has used the budget and a longer-term strategic plan to make an assessment of the future use of loss carryforwards, see also Note 12.

Leases

Assessments are made to determine the lease term for certain leases in which the Group is the lessee and the lease contains extension options. An assessment is made as to whether it is reasonably certain that any such options will be exercised. These assessments affect the carrying amounts both of the lease liability and of the right-of-use assets. A description of this is presented in Note 15.

Credit risk reserve for accounts receivable

Accounts receivable are short-term in nature and, as a consequence, the risk assessment horizon is also short. The assessment of future expected credit losses takes into account historical, current and expected circumstances. The ability to pay and creditworthiness are assessed individually. The Group has had a low level of confirmed credit losses in the past. For further information, see Note 21.

Note 3: Business combinations

Accounting policies

Foxway applies IFRS 3 Business Combinations in connection with acquisitions, which means that all acquisitions are recognized using the acquisition method. The purchase consideration for a business combination is initially measured at fair value on the acquisition date, which is calculated as the total of the fair values on the acquisition date for assets received plus liabilities incurred or assumed as well as issued equity participations in exchange for control over the acquired business.

The surplus arising when the cost exceeds the fair value of identifiable assets, net, is recognized as goodwill. If the cost is less than the fair value of the acquired subsidiary's net assets, the difference is recognized directly in profit or loss.

Contingent earnouts are recognized as a financial liability at fair value on the acquisition date. These earnouts are remeasured every year and any changes are recognized in profit or loss. All acquisition-related costs are expensed in the Group. However, in the Parent Company these transaction costs related to the business combination were capitalized together with the purchase consideration.

The identifiable acquired assets and assumed liabilities are measured at fair value on the acquisition date with the following exceptions:

- Liabilities or equity instruments related to the acquiree's share-based payment awards or the replacement of an acquiree's share-based payment awards with share-based payment awards of the acquirer on the acquisition date in accordance with the method in IFRS 2 Share-based Payment.
- Lease liabilities whereby the acquiree is the lessee shall be measured at the present value of the remaining lease payments as if it were a new lease on the acquisition date.
- The right-of-use assets shall then be measured at the same amount as the lease liability, but adjusted for any terms that deviate from a market assessment.

For each business combination, the acquirer shall measure any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's identifiable net assets.

Divested companies are included in the consolidated accounts up to the date of divestment.

Events January 1–December 31, 2024

Inga rörelseförvärv eller avyttringar har skett under året.

I december skedde en överenskommelse om reduktion av köpeskillingen vid förvärvet av Foxway koncernen i oktober 2023 med 32,6 MSEK.

Events 5 October–31 December 2023

On 5 October 2023, Foxway Group (consisting of some 20 wholly owned subsidiaries and branches) became a portfolio company of Nordic Capital XI. In connection with the transaction, the newly acquired Group gained a new Parent Company, Foxway Holding AB (publ), whose ultimate Swedish Parent Company is Foxway TopCo AB, Corp. ID. No. 559432-8410.

Analysis of acquisition during the period 5 October–31 December 2023

	5 Oct - 31 Dec 2023
Non-current assets	1,262.5
Accounts receivable	575.1
Inventories and other current receivables	1,322.2
Cash and cash equivalents	511.6
Liabilities to credit institutions	-2,242.1
Lease liabilities	-244.9
Accounts payable	-656.6
Other non-current liabilities	-156.2
Other current liabilities	-707.9
Acquired identifiable net assets	**-336.4**
Goodwill	4,897.6
Total purchase consideration	**4,561.2**
Cash and cash equivalents in acquired Group	-511.6
Non-cash issue	-566.6
Impact on Group's cash and cash equivalents	**3,483.0**

Note 4: Segment reporting

Accounting policies

The segment reporting has been prepared pursuant to IFRS 8 Operating segments. Operating segments are consistent with the internal reporting provided to the chief operating decision maker, the CEO of the Foxway Group. The Group has identified three main operating segments which are also the three overall business areas:

- **CWS (Circular Workplace Solutions)** provides device-as-a-service solutions and related services for workspace equipment, such as computers, printers, audio/video and other related products. The business mainly focuses on mid/large size corporates and public sector customers in the Nordics, with both local and global organizations. CWS has offices across Sweden, Norway and Finland.
- **Recommerce Mobile** offers trade-in solutions and asset-recovery services for smartphones and other related products, focusing on mobile operators, retailers and other partners. The products are sourced, refurbished and remarketed both to consumers and to B2B customers. Recommerce Mobile is headquartered in Estonia and mainly focuses on the European market.
- **Recommerce C&E (Computer and Enterprise Equipment)** focuses on computers, enterprise equipment and other related products. The business sources products from various partners, such as OEMs (original equipment manufacturers), financing companies, datacenters and resellers. Recommerce C&E handles both reused devices and new overstock devices. Recommerce C&E is mainly operated out of Denmark and the UK.

The businesses in each operating segment have similar economic characteristics, are similar in terms of the nature of the products and services, how value is added and the categories of customers. The pricing of sales between segments is performed on market terms and the sales have been eliminated in the Group's sales. Groupwide functions mainly consist of costs for management and central functions. Financial income and expenses are not allocated to each business area since the Group's financing is controlled by the Group accounting and finance function. Assets and liabilities are not specified by segment since no such amount is regularly reported to the Group's chief operating decision maker.

In order to make earnings more comparable and to show the performance in the underlying operations, management calculates operational net sales and adjusted operational EBITDA as alternative performance measures. In these performance measures, net sales and EBITDA are reversed for IFRS adjustments of sale and leaseback and proforma adjustment from acquisition. EBITDA is also adjusted for IFRS 16 leased premises and non-recurring items.

Non-recurring items refer to material items of a one-off nature that do not recur in the normal course of business, e.g. costs for reorganization, integration, and costs related to acquisitions. Proforma adjustments from acquisitions mean that revenues and EBITDA from the period before the acquisition are included to obtain full-year results for comparison.

IFRS proforma for the full-year 2023 includes the consolidated former Foxway Group (Swedish GAAP) based on International Financial Reporting Standards (IFRS) and is presented for information purposes.

Segment reporting

	CWS			Recommerce Mobile			Recommerce C&E			Group-wide functions			Group total		
MSEK	**Jan - Dec 2024**	**IFRS Proforma Jan - Dec 2023**	**5 Oct - 31 Dec 2023**	**Jan - Dec 2024**	**IFRS Proforma Jan - Dec 2023**	**5 Oct - 31 Dec 2023**	**Jan - Dec 2024**	**IFRS Proforma Jan - Dec 2023**	**5 Oct - 31 Dec 2023**	**Jan - Dec 2024**	**IFRS Proforma Jan - Dec 2023**	**5 Oct - 31 Dec 2023**	**Jan - Dec 2024**	**IFRS Proforma Jan - Dec 2023**	**5 Oct - 31 Dec 2023**
Net sales	2,526.5	2,522.3	596.0	2,988.6	2,417.9	728.9	2,427.9	2,415.2	635.9	-138.3	-	-	7,804.6	7,355.4	1,960.7
Operating profit/loss (EBIT)	**-85.0**	**73.4**	**10.7**	**184.4**	**158.2**	**48.2**	**113.5**	**137.2**	**37.5**	**-152.3**	**-247.0**	**-49.1**	**60.5**	**121.9**	**47.3**
Depreciations, amortizations and impairment	452.1	277.9	76.5	55.6	45.4	11.0	18.7	17.9	4.6	-	22.9	10.5	526.4	364.0	102.6
Acquisition costs and other non-recurring items	46.1	6.9	5.1	27.7	26.8	4.8	1.5	11.2	3.4	23.8	128.0	8.4	99.2	172.9	21.7
Adjusted EBITDA	**413.2**	**358.2**	**92.3**	**267.8**	**230.3**	**64.1**	**133.6**	**166.3**	**45.5**	**-128.5**	**-96.1**	**-30.2**	**686.1**	**658.8**	**171.7**
Operational net sales	**3,017.1**	**2,939.7**	**681.0**	**3,011.6**	**2,498.9**	**734.2**	**2,427.9**	**2,415.2**	**635.9**	**-138.3**	**-**	**-**	**8,318.2**	**7,853.0**	**2,051.0**
Adjusted operational EBITDA	**86.8**	**89.8**	**21.8**	**228.4**	**206.8**	**56.2**	**116.7**	**150.5**	**41.5**	**-128.5**	**-96.1**	**-30.0**	**303.4**	**351.0**	**89.5**

Note 5: Specification of net sales

Accounting policies

Foxway applies IFRS 15 Revenue from Contracts with Customers. The standard is based on a five-step control-based model and requires revenue to be recognized in an amount that reflects the consideration to which the entity expects to be entitled in exchange for transferring promised goods or services to the customer and that sales of goods and services are recognized separately. Revenue is mainly recognized when control is passed to the buyer upon final delivery. For service contracts in progress, revenue is recognized either at a point in time or over time as the service is performed in accordance with the contract. Net sales is specified by product and service categories and geographical market since these are the categories on which the Group presents and analyses net sales in other contexts.

The main net sales streams are presented based on the internal terms used within the Group and net sales from invoicing of intra-Group services has been eliminated in the consolidated accounts.

Net sales specified by product and service

	1 Jan - 31 Dec 2024	5 Oct - 31 Dec 2023
Devices	7,066.3	1,834.9
Services	684.4	122.6
Other	54.0	3.3
	7,804.6	**1,960.7**

Net sales by geographical region

	1 Jan - 31 Dec 2024	5 Oct - 31 Dec 2023
Nordic	2,597.8	672.1
Europe (excl. Nordic)	3,831.1	988.8
Asia	1,145.4	271.6
Rest of the world	230.3	28.2
	7,804.6	**1,960.7**

The Group's receive most of its income from Europe. For the period January to December, Sweden is the Group's single largest market with a share of 16 percent.

Foxway does not have any individual customers whose sales exceed 10 percent of the Group's total sales.

Note 6: Leases – lessor

Accounting policies

The Group is the lessor of IT equipment. In accordance with IFRS 16, the Group classifies lease agreements with customers as either operating or finance leases, which is important to the recognition of revenue. Since the Group normally repossesses leased equipment at the end of the lease, the assessment is that the agreements with customers comprise operating leases. As a result, the lease payments are recognized as revenue on an ongoing basis in accordance with IFRS 16.

Finance leases are recognized as a receivable in the balance sheet. The carrying amount corresponds to the net investment in the lease, meaning the sum of future lease payments discounted by the interest rate of the lease. The financial revenue is distributed so as to obtain a uniform yield.

	1 Jan - 31 Dec 2024	5 Oct - 31 Dec 2023
Net sales include variable payments of	428.7	97.9
Future minimum lease payments for non-cancellable leases, falling due for payment as follow:		
Within 1 year	440.7	285.0
Between 2 and 5 years	624.6	337.9
Later than 5 years	–	–
	1,065.3	**622.9**

Note 7: Other operating income

	1 Jan - 31 Dec 2024	5 Oct - 31 Dec 2023
Exchange differences	8.6	8.5
Gain/loss on sale of tangible assets	0.0	0.9
Other	45.0	1.3
	53.7	**10.7**

Note 8: Auditors' fees

	1 Jan - 31 Dec 2024	5 Oct - 31 Dec 2023
MOORE		
Audit engagement	1.5	0.5
Tax assignment	0.1	0.0
Other services	0.2	0.1
Other auditors		
Audit engagement	4.1	1.6
Tax assignment	0.9	0.2
Other services	0.6	0.3
	7.4	**2.7**

Audit assignment refers to the auditor's work on the statutory audit, and auditing activities refers to various types of quality-assurance activities. Other services are such services as are not included in the audit assignment, auditing activities or tax advisory services.

Note 9: Employees and personnel costs

Salaries, benefits and social security contributions

	1 Jan - 31 Dec 2024	5 Oct - 31 Dec 2023
Parent Company*		
Salaries and benefits	9.2	1.2
Pension costs	1.4	0.3
Social security expenses	3.5	0.5
Total Parent Company	**14.1**	**2.0**
Subsidiaries		
Salaries and benefits	611.9	154.7
Pension costs	25.1	8.0
Social security expenses	141.6	36.1
Total subsidiaries	**778.6**	**198.8**
Total personnel costs	**792.6**	**200.8**

**) Previously, the CEO and CFO were employed by Foxway Group AB but from October 2023 their employment was transferred to Foxway Holding AB. Foxway Holding AB had no personnel costs before October 2023.*

Employee benefits

Remuneration of employees, in the form of salaries, paid holiday, paid sick leave and pensions, etc., is recognized as it is earned. Provisions for variable salaries are expensed as incurred in accordance with the economic substance of the contract.

The Group's pension plans are defined-contribution plans except for the defined-benefit pension obligations for retirement and family pensions (or alternately family pensions) under the ITP 2 plan through an insurance policy with Alecta. According to a statement from the Swedish Financial Reporting Board, UFR 10, Recognition of ITP 2, this is a multi-employer defined-benefit plan. Since Alecta does not have sufficient information as a basis for valuation, the Group recognizes the pension obligation with Alecta as a defined contribution plan. The Group's contributions to defined-contribution pension plans are charged to the Group's profit or loss in the period to which they relate.

Share-based payments

Before Foxway Holding AB's acquisition of the former Foxway Group, warrants existed that were intended to be allocated to employees free of charge. In connection with the acquisition, these warrants were cancelled, but at the same time it was agreed that the rights to receive shares in the former parent company Foxway Group AB were to be transferred to Foxway CIP PoolingCo AB. These rights entail the right to purchase already issued shares in Foxway CIP PoolingCo AB from the ultimate Parent Company Foxway TopCo AB. The new agreed price for the shares will correspond to the nominal value of the previous shares, but adjusted to the new structure and the valuation on exercise.

The right to acquire shares is vested over a 48-month period from May 2022 and is conditional on the employee completing two years of service without resigning. Purchases of ordinary shares can take place between 1 May 2026 and 31 July 2031. The total cost recognized in profit or loss for the warrants and associated social security contributions amounted to SEK 1.3 million in 2024.

Remuneration of the Board and senior executives

	Salaries and other benefits		Variable remuneration		Pension		Total	
1 January - 31 December 2024	**2024**	**2023**	**2024**	**2023**	**2024**	**2023**	**2024**	**2023**
CEO	7.0	0.6	0.2	-	1.0	0.2	8.3	0.8
Other senior executives	15.4	3.3	1.1	-	1.6	0.3	18.1	3.6
Total remuneration	**22.5**	**3.9**	**1.3**	**-**	**2.7**	**0.5**	**26.5**	**4.4**

Board

No remuneration was paid to the Board in Foxway Holding AB (publ).

Senior executives

Senior executives are defined as those individuals who were members of Group Management from October during 2024. Group Management included four consultants who received total fees of SEK 11.0 million during the year.

The CEO has the possibility of receiving variable remuneration that is maximized to 50 percent of the fixed annual salary. Pension costs for the CEO correspond to 25 percent of the fixed salary. If the company terminates the CEO's employment, remuneration is paid during a six-month period of notice and severance pay is paid for six months. If the CEO terminates his employment at his own request, the period of notice is six months.

Severance pay was paid to the outgoing CEO in accordance with the employment contract and is included in salaries and other remuneration to the CEO for the year in the amount of SEK 4.4 million.

Gender distribution of Board members and senior executives

The Board in Foxway Holding AB (publ) comprises three Board members elected by the Annual General Meeting, of whom are one is women. At the end of the year, the Group Management comprises twelve people, of whom three are women (one of whom is on parental leave).

Average number of employees by country

	Total		of whom men	
	2024	**2023*)**	**2024**	**2023*)**
Denmark	92	104	77	88
Estonia	590	625	373	406
Norway	89	91	51	47
UK	140	132	110	104
Sweden	234	270	165	191
Rest of Europe	97	96	78	74
Total average number of employees in the Group	**1,242**	**1,318**	**854**	**910**

** The average number of employees refers to the period October 5 - December 31, 2023.*

Note 10: Financial income/Other interest income and similar profit/loss items

	1 Jan - 31 Dec 2024	**5 Oct - 31 Dec 2023**
Interest income, other	10.1	6.0
Exchange differences	5.0	-
Other financial income	1.5	-
	16.6	**6.0**

Note 11: Financial expenses/Interest expenses and similar profit/loss items

	1 Jan - 31 Dec 2024	**5 Oct - 31 Dec 2023**
Interest expenses, other	-320.4	-82.9
Fair value measurement, derivatives	-46.0	-
Exchange differences	-7.3	-20.3
Other financial expenses	-3.3	-3.1
	-376.9	**-106.4**

Note 12: Tax

Accounting policies

The Group's tax expense consists of current tax and deferred tax. Current tax is the tax calculated on the taxable earnings for a period. Taxable earnings for the year differ from reported profit/loss for the year before tax since this has been adjusted for non-taxable and non-deductible items and temporary differences. Current tax is calculated on the basis of the tax rules and regulations applicable in the countries where the Group companies are taxed.

Deferred tax is tax relating to taxable or deductible temporary differences that affect future tax. Deferred tax is calculated using the balance sheet method, based on temporary differences between the carrying amount and tax base of assets and liabilities. The amounts are calculated on how the temporary differences are expected to be balanced and by applying the tax rates and tax rules enacted or substantially enacted on the balance sheet date. Deferred tax assets attributable to tax deficits and deductible temporary differences are recognized only to the extent that it is probable that future taxable surpluses will be available against which the temporary differences and loss carryforwards can be utilized. Deferred tax is recognized as revenue or an expense in profit or loss, except in cases in which it pertains to transactions that are recognized directly against other comprehensive income at which point any tax effect is also recognized directly in other comprehensive income. Tax liabilities and tax assets are recognized net when Foxway has a legal right of offset.

Tax reported in the Group income statement

	1 Jan - 31 Dec 2024	5 Oct - 31 Dec 2023
Current tax	-26.5	-31.8
Deferred tax	59.7	14.9
	33.1	**-16.9**
Reconciliation of effective tax		
Profit/loss before tax	-299.8	-53.0
Tax calculated at Swedish tax rate (20,6%)	61.8	10.9
Tax effect of:		
Non-deductible expenses	-59.1	-8.2
Non-taxable revenue	6.7	0.0
Loss carryforwards utilised during the year	5.4	3.2
Loss carryforwards arising during the year	-1.7	-0.4
Tax related to earlier years	0.2	-
Difference in foreign tax rates	13.9	-1.5
Other	6.1	-20.9
Total	**33.1**	**-16.9**

Deferred tax

	31 Dec 2024	31 Dec 2023
Deferred tax assets		
Tangible assets	23.7	15.4
Inventories	7.3	4.9
Accounts receivable	0.2	0.5
Unutilised loss carryforwards	31.4	12.7
Other	10.4	1.1
	73.2	**34.6**
Amount to be offset against deferred tax liabilities	-	-
Deferred tax assets recognised in the balance sheet	**73.2**	**34.6**
Deferred tax liabilities		
Intangible assets	29.6	46.2
Tangible assets	-	0.2
Untaxed capital	22.3	15.1
Untaxed reserves	1.0	10.4
Other	4.3	22.2
	57.2	**94.1**
Amount to be offset against deferred tax assets	-	-
Deferred tax liabilities recognised in the balance sheet	**57.2**	**94.1**

The Group had unutilized loss carryforwards of SEK 263.9 (176.8) million on the balance sheet date 2024.

Note 13: Intangible assets

Accounting policies

Capitalization of internally generated intangible assets

Capitalization model

All expenditures that arise during the research phase are expensed when they arise. All expenditure that arise during the development phase are capitalized when the following conditions are met:

- It is technically feasible for the Group to complete the intangible asset such that it can be utilized or sold.
- The Group intends to complete the intangible asset and utilize or sell it.
- The Group has prerequisites in place to utilize or sell the intangible assets.
- There is adequate technical, economic and other resources available to complete the development and to utilize or sell the asset.
- It is likely that the intangible asset will generate future economic benefits.
- The Group can reliably calculate the expenditure associated with the intangible asset during its development.

The cost includes personnel costs that arose during development together with an appropriate share of relevant overheads and borrowing costs.

Capitalized development expenditure is recognized at cost less accumulated amortization and any impairment.

The assets are amortized on a straight-line basis over the estimated useful life, which is usually between three and five years. The useful life is reviewed on every balance sheet date. Ongoing projects are not amortized but are tested annually for impairment.

Concessions, patents, licenses, trademarks, etc.

Other intangible assets include customer relationships, patents, licenses and similar rights. The assets are recognized at cost less accumulated amortization and any impairment. The assets are amortized on a straightline basis over the estimated useful lives, which are usually between five and seven years.

Intangible assets that are not yet in use are tested annually for impairment.

Goodwill

Goodwill consists of the amount at which the costs of a business combination exceeds the fair value of the acquired assets and assumed liabilities. Goodwill is not subject to amortization by the Group but is tested annually and when there are indications of impairment. Goodwill is reported at cost less accumulated impairment. Recognized impairment is not reversed.

Goodwill is allocated to cash-generating units when testing for impairment. To assess whether any indications of impairment exist, the recoverable amount must be determined, which takes place by calculating the value in use of each cash-generating unit. If the carrying amount of the tested cash-generating unit exceeds the estimated recoverable amount, the difference is recognized as impairment in profit or loss.

Impairment testing of goodwill

Recognized consolidated goodwill amounted to SEK 4,907.9 million. Goodwill is allocated to the Group's business areas (cash-generating unit) as follows: CWS SEK 553.2 million, Recommerce Mobile SEK 3,010.3 million and Recommerce C&E SEK 1,344.5 million.

The recoverable amount of a cash-generating unit is determined based on calculations of the value in use. The calculations are based on estimated future cash flows based on five-year financial forecasts approved by management. The five-year plan generated is based on where the companies are now and the plans the Group has for the future. The amounts for the first year reflect the budget that has been assigned. In the assessment of future cash flows, assumptions are made primarily regarding sales growth, operating margin, discount rate, investment needs and cost trend. The estimated growth rate is based on forecasts as a result of our activities. The forecast operating margin was based on previous earnings and management's market expectations. A growth rate of 2.0 percent is applied after a five-year period.

The discount rate (WACC) is calculated and based on market data for comparable companies and the Group's risk profile and amounts to 9.1 percent after tax for the CWS business area, 10.1 percent for Recommerce Mobile and 9.8 percent for Recommerce C&E.

Reasonable changes to the above assumptions would not result in any impairment of goodwill.

	Capitalized development expenditure	Concessions, patents, licenses, trademarks, etc.	Goodwill	Total
Accumulated cost				
Opening cost 1 January 2023	–	–	–	–
Acquisition of subsidiaries	212.2	41.1	–	253.3
Purchases	10.9	231.7	4,897.6	5,140.2
Sales/disposals	-4.0	–	–	-4.0
Translation differences	-4.0	-0.2	-149.2	-153.4
Closing accumulated cost 31 December 2023	**215.1**	**272.6**	**4,748.4**	**5,236.1**
Acquisition of subsidiaries	–	–	–	–
Purchases	57.1	–	–	57.1
Sales/disposals	-0.2	–	–	-0.2
Translation differences	3.3	0.1	159.5	162.9
Closing accumulated cost 31 December 2024	**275.3**	**272.7**	**4,907.9**	**5,455.9**
Accumulated amortization and impairment				
Opening amortization 1 January 2023	–	–	–	–
Acquisition of subsidiaries	-109.5	-39.2	–	-148.7
Sales/disposals	3.1	–	–	3.1
Translation differences	1.7	0.1	–	1.8
Amortization for the year	-3.4	-11.4	–	-14.8
Impairment for the year	–	–	–	–
Closing accumulated amortization 31 December 2023	**-108.1**	**-50.5**	**–**	**-158.6**
Acquisition of subsidiaries	–	–	–	–
Sales/disposals	0.2	–	–	0.2
Translation differences	-1.1	-0.0	–	-1.1
Amortization for the year	-36.6	-46.8	–	-83.5
Impairment for the year	–	-44.0	–	-44.0
Closing accumulated amortization 31 December 2024	**-145.6**	**-141.4**	**–**	**-287.0**
Closing carrying amount 31 December 2023	**107.0**	**222.1**	**4,748.4**	**5,077.5**
Closing carrying amount 31 December 2024	**129.7**	**131.3**	**4,907.9**	**5,168.9**

Note 14: Tangible fixed assets

Accounting policies

Leasehold improvements

Leasehold improvements are recognized at cost less accumulated depreciation and any impairment. The assets are depreciated on a straight-line basis over the estimated useful life of ten years. The useful life is reviewed on every balance sheet date.

Plant and machinery

Plant and machinery, which mainly comprises IT equipment, is recognized at cost less accumulated depreciation and any impairment. The assets are depreciated on a straight-line basis over the estimated useful life, which is usually between two and ten years. The useful life is reviewed on every balance sheet date.

Equipment, tools, fixtures and fittings

Equipment, tools, fixtures and fittings are recognized at cost less accumulated depreciation and any impairment. The assets are depreciated on a straight-line basis over the estimated useful life, which is usually between three and ten years. The useful life is reviewed on every balance sheet date.

	Leasehold improvements	Plant and machinery	Equipment, tools, fixtures and fittings	Total
Accumulated cost				
Opening cost 1 January 2023	–	–	–	–
Acquisition of subsidiaries	22.2	1,018.5	57.5	1,098.2
Purchases	0.9	94.4	-0.3	95.0
Sales/disposals	-0.3	-70.6	-1.4	-72.3
Translation differences	-0.8	-1.7	-1.1	-3.6
Closing accumulated cost 31 December	**22.0**	**1,040.6**	**54.7**	**1,117.3**
Acquisition of subsidiaries	–	–	–	–
Purchases	1.5	575.9	13.9	591.3
Sales/disposals	-0.1	-335.7	-10.5	-346.3
Translation differences	1.4	2.4	0.6	4.4
Closing accumulated cost 31 December 2024	**24.8**	**1,283.2**	**58.8**	**1,366.7**
Accumulated amortization and impairment				
Opening amortization 1 January 2023	**–**	**–**	**–**	**–**
Acquisition of subsidiaries	-6.5	-400.0	-45.3	-451.8
Sales/disposals	0.2	53.7	1.4	55.3
Translation differences	0.2	0.7	1.1	2.0
Amortization for the year	-0.6	-68.3	-1.1	-70.0
Impairment for the year	–	–	-0.5	-0.5
Closing accumulated amortization 31 December 2023	**-6.7**	**-413.9**	**-44.4**	**-465.0**
Acquisition of subsidiaries	–	–	–	–
Sales/disposals	0.0	282.3	10.1	292.4
Translation differences	-0.5	-0.5	-0.5	-1.5
Amortization for the year	-2.6	-342.9	-4.9	-350.4
Impairment for the year	–	–	–	–
Closing accumulated amortization 31 December 2024	**-9.7**	**-475.0**	**-39.7**	**-524.4**
Closing carrying amount 31 December 2023	**15.3**	**626.7**	**10.3**	**652.3**
Closing carrying amount 31 December 2024	**15.1**	**808.1**	**19.0**	**842.2**

Note 15: Right-of-use assets

Accounting policies

Under IFRS 16, right-of-use assets are measured at cost when the lease commences, which involves the following:

a) the amount of the initial measurement of the lease liability

b) any lease payments made at or before the commencement date less any lease incentives received when the lease was signed

c) initial direct costs

d) costs for restoring the asset to the condition required by the terms and conditions of the lease.

Where future costs under (d) above can be estimated, the Group is to recognize a provision for this in accordance with IAS 37.

The Group is a lessee and the most common leases are for premises and cars. To a lesser extent, the Group also leases machinery and equipment such as trucks, IT equipment, etc. In accordance with IFRS 16, an assessment is made at the start of the contract of whether a contract is or contains a lease. This means that the contract conveys the right to control the use of an identified asset for a period of time in exchange for a consideration. If the circumstances or terms of the contract change during the contract period, a new assessment is made as to whether the contract is, or contains, a lease.

The Group applies the simplification rules for short-term leases (less than 12 months) and leases where the underlying asset is of low value (less than USD 5,000). For leases that meet these criteria, lease payments are expensed on a straight-line basis over the lease term, instead of being recognized in the balance sheet.

Leases are recognized as right-of-use assets with a corresponding lease liability at the date when the leased asset is available for use by the Group. The lease liability is divided into a non-current and a current component.

These liabilities are measured at the present value of the future lease payments. Each lease payment is allocated between the liability and financial expense. The financial expense is distributed over the lease term so that each reporting period is charged with an amount corresponding to a fixed interest rate for the liability reported in each period. Future lease payments are discounted at the interest rate implicit in the lease if that can be readily determined. If that rate cannot be readily determined, the Group's incremental borrowing rate based on the currency and term of the lease is to be used.

The right-of-use asset is depreciated over the asset's useful life, which is normally the same as the term of the lease. Where it has been determined that it is reasonably certain the lease will be extended, the useful life may be longer than the lease term.

There are no leases where the ownership of the underlying asset is transferred to the Group without consideration after a certain period of time. However, there are leases, particularly for vehicles, where there is an obligation to buy out the underlying asset at the residual value of the lease at the end of the contract – residual value guarantees.

The Group also has a sale and leaseback arrangement which, in combination with lease rent, is intended for some customers who enter into agreement to rent IT hardware. The sales transaction to the finance partners is not classified as a sale under IFRS 15, which means that no gains or losses attributable to the sale and leaseback transaction are included in the consolidated income statement.

	Leased premises	Leased company cars	Total
Accumulated cost			
Opening cost 1 January 2023	**-**	**-**	**-**
Acquisition of subsidiaries	222.8	31.0	253.8
Purchases	-	4.1	4.1
Sales/disposals	-	-3.6	-3.6
Translation differences	-5.8	-	-5.8
Closing accumulated cost 31 December 2023	**216.9**	**31.6**	**248.5**
Acquisition of subsidiaries	-	-	-
Purchases	70.1	4.9	75.0
Sales/disposals	-11.1	-9.6	-20.7
Translation differences	6.6	-	6.6
Closing accumulated cost 31 December 2024	**282.5**	**26.9**	**309.4**
Accumulated amortization and impairment			
Opening amortization 1 January 2023	**-**	**-**	**-**
Acquisition of subsidiaries	-	-10.4	-10.4
Sales/disposals	0.0	1.6	1.6
Amortization for the year	-11.0	-1.5	-12.5
Translation differences	0.3	-	0.3
Closing accumulated amortization 31 December 2023	**-10.7**	**-10.3**	**-21.0**
Acquisition of subsidiaries	-	-	-
Sales/disposals	8.2	5.1	13.3
Amortization for the year	-43.2	-5.2	-48.5
Translation differences	-0.5	-	-0.5
Closing accumulated amortization 31 December 2024	**-46.2**	**-10.4**	**-56.6**
Closing carrying amount 31 December 2023	**206.2**	**21.3**	**227.5**
Closing carrying amount 31 December 2024	**236.3**	**16.5**	**252.8**

Amounts recognised in the balance sheet according to IFRS 16

	31 Dec 2024	31 Dec 2023
Lease liabilities		
Non-current	215.5	185.5
Current	45.5	44.8
	261.0	**230.3**

Amounts recognised in profit or loss according to IFRS 16

	1 Jan - 31 Dec 2024	5 Oct - 31 Dec 2023
Depreciation of right-of-use assets	-48.5	-12.5
Interest expenses on lease liabilities	-13.4	-3.7
Expenses attributable to short-term leases, variable lease payments and low-value assets	-6.8	-1.5
Total lease expenses	**-68.6**	**-17.7**

The total cash flow for leases in 2024 amounts to SEK 84.6 million.

Note 16: Other non-current receivables

	31 Dec 2024	31 Dec 2023
Opening balance	1.0	-
New loans	0.1	-
Acquisition of subsidiaries	-	1.1
Reclassification	-0.2	-0.1
Translation differences	0.0	0.0
Closing balance	**0.9**	**1.0**

Note 17: Inventories

Accounting policies

Inventories are measured at the lower of cost – calculated using the first-in, first-out method – and net realizable value. The net realizable value is calculated as the sale value less estimated costs to sell, taking into account obsolescence.

	31 Dec 2024	31 Dec 2023
Goods for resale	743.5	1,043.7
Payment on account for goods	73.5	39.1
	817.0	**1,082.7**

Goods in stock recognized as an expense during the year amount to SEK 6,077.8 million. The Group's total revaluation of inventories is SEK 16.5 million.

Note 18: Prepaid expenses and accrued income

	31 Dec 2024	31 Dec 2023
Deliveries not invoiced	14.9	64.0
Prepaid undelivered goods	25.9	2.7
Allocation of project costs	1.6	0.5
Leases and rental costs	29.0	31.4
Other items	29.9	35.5
	101.4	**134.2**

Note 19: Equity

Share capital

Ordinary shares are classified as equity. The share capital, as per December 31, 2024, consists of 2,884,597,053 common A-shares, with quotient value per share of SEK 0.0002. The shareholding entitles to holder to one vote per share at the general meeting. No change in the number of shares took place during the year.

Shareholder	Shares %	Number of shares
Foxway Midco 2 AB	100	2,884,597,053

Note 20: Net debt

	31 Dec 2024	31 Dec 2023
Cash and cash equivalnets	-503.6	-722.1
Bond loans	2,229.1	2,131.5
Sale and leaseback arrangement (Liabilities to credit institutions)	789.4	605.4
Interest-bearing lease liabilities IFRS 16	261.0	230.3
Other interest-bearing liabilities	39.8	152.6
Total net debt	**2,815.8**	**2,397.7**
Total equity	3,841.8	3,935.6
Total capital	**6,657.6**	**6,333.3**
Debt ratio	42.3%	37.9%

For further information about financial liabilities, see Note 21.

Note 21: Financial instruments and financial risks

Accounting policies

The Group classifies its financial instruments in the following categories: financial assets measured at fair value either through profit or loss and other comprehensive income or financial assets measured at amortized cost. The classification of investments in debt instruments depends on the Group's business model for holding the financial assets and the contractual terms of the asset's cash flows. Management determines the classification of the financial assets on initial recognition. The Group has only financial assets in the amortized cost category. The carrying amount of financial assets is deemed to correspond to the fair value.

Purchases and sales of financial assets are recognized on the transaction date, the date on which the Group commits to buy or sell the asset. Financial assets are derecognized when the right to receive cash flows from the instrument has expired or been transferred and the Group has transferred substantially all the risks and rewards of ownership. The Group assesses future expected credit losses associated with assets recognized at amortized cost. The Group recognizes a reserve ("loss allowance") for such expected credit losses on each reporting date. The loss allowance for financial assets is based on assumptions about default risk and expected loss rates. The Group makes its own assessments of the assumptions and choices regarding the inputs for calculating impairment. These are based on history, known market conditions and forward-looking estimates at the end of each reporting period.

Cash and cash equivalents

Cash and cash equivalents include bank balances as well as other current investments that can easily be converted into cash.

Accounts receivable

Accounts receivable are classified as assets measured at amortized cost. Since the expected maturity of accounts receivable is short, a nominal amount without discounting is recognised. Deductions are made for doubtful debts. Impairment of accounts receivable is recognized in operating expenses.

Interest-bearing liabilities

Interest-bearing liabilities are initially measured at fair value, which usually corresponds to the acquisition cost. Interest-bearing liabilities are subsequently recognized at amortized cost and any difference between the amount received and the amount repayable is recognized in profit or loss over the term of the loan using the effective interest method. Any directly attributable loan transaction costs are capitalized over the contractual period as a portion of the recognized liability. Interest-bearing liabilities are classified as current liabilities unless the Group has an unconditional right to defer payment of the liability for at least 12 months after the balance sheet date.

Bond loans

Non-current interest-bearing liabilities include corporate bonds of EUR 200 million. In July 2023, Foxway Holding AB (publ) issued senior covered bonds of EUR 200 million. The bonds mature in 2028 and the interest rate for the bond loan is variable and amounts to EURIBOR +7.0 percent. The carrying amount of the bonds on 31 December 2024 amounted to SEK 2,229.1 million (net of capitalized lending costs) and the fair value amounted to SEK 2,265.7 million.

Sale and leaseback arrangement

The Group has a sale and leaseback arrangement that, in combination with Lease Rent, is intended for customers who enter into agreements to rent IT hardware from Foxway. The Group purchases hardware for end-users from an external supplier and then resells the hardware to an external financing partner. The Group then leases the hardware back from the external financing partner and rents it to the end customer.

Since Foxway has an obligation to take back the hardware at the end of the lease period, it is effectively a repurchase agreement, meaning that the asset is to remain on Foxway's balance sheet and be subject to depreciation. The remuneration from the external financing partner is recognized as a financial liability in accordance with IFRS 9. The liability is divided into a short-term and a long-term component in the balance sheet.

Lease liabilities

The lease liability represents the discounted present value of future lease payments until the end of the lease term. Lease payments include fixed payments and variable lease payments that depend on an index. The discounting process uses the interest rate implicit in the lease, if this rate can be determined. Otherwise, the Group's incremental borrowing rate is used, which is based on the reference (three-month) rate per currency with a certain mark-up.

The liability is divided into a short-term and a long-term component.

Leases with a term of less than 12 months (short-term leases) and low-value assets are excluded and expensed on a straight-line basis under other external expenses. See Note 15 Right-of-use assets.

Accounts payable

Accounts payable are obligations to pay for goods or services acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if they fall due for payment within one year or earlier. If not, they are accounted for as non-current liabilities.

Derivatives

The Group enters into derivative transactions in order to manage interest rate risks. These derivative instruments are measured at fair value through profit or loss. Derivative instruments with positive fair values are recognized as other financial receivables and with negatives values as other financial liabilities.

Foxway Holding AB (publ) has signed a EURIBOR 3M swap to secure a fixed, underlying EURIBOR of approximately 3.1 percent for the bond loan. The term of the interest swap is three years with a start date of January 12, 2024. The Group had no other active derivative contracts at the end of 2024. On the balance sheet date of December 31, 2024, derivative instruments were measured at fair value under Level 2. Other financial assets and liabilities were measured at amortized cost.

Fair value

The fair value of financial assets and liabilities is determined at three levels, depending on the available market information used in the measurement.

Level 1 is quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.

Level 2 are inputs other than quoted market prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 the measurement is based on unobservable inputs for the asset or liability.

On the balance sheet date of December 31, 2024, derivative instruments were measured at fair value under Level 2. Other financial assets and liabilities were measured at amortized cost.

	Measured at fair value	Measured at amortised cost	Total
Financial assets			
Financial assets	-	0.9	0.9
Accounts receivable	-	512.9	512.9
Cash and cash equivalents	-	503.6	503.6
	-	**1,017.3**	**1,017.3**
Financial liabilities			
Bond loans	-	2,229.1	2,229.1
Derivative instruments	46.0	-	46.0
Liabilities to credit institutions (sale and leaseback arrangement)	-	789.4	789.4
Lease liabilities	-	261.0	261.0
Other interest-bearing liabilities	-	39.8	39.8
Accounts payable	-	549.7	549.7
	46.0	**3,869.1**	**3,915.1**

Asset management

Foxway's overall financial objective is to create value for its shareholders. In connection with the change in the ownership structure in the autumn of 2023, Foxway arranged new financing by issuing senior covered bonds of EUR 200 million and signed a new revolving credit facility with a total credit limit of EUR 50 million.

The Group has specific loan covenants to fulfil, and all of these had been met at year-end.

Managing financial risk

The overall objective of Foxway's financial risk management is to identify, control and minimize the Group's financial risks. Risk management is partly centralized to Group management and group finance function and partly managed by each subsidiary. The most material financial risks to which the Group is exposed are liquidity risk, currency risk, credit risk and interest rate risk.

Liquidity risk

Liquidity risk is the risk that exists if the company is unable to meet its payment obligations as a result of insufficient liquidity and/or difficulties in securing loans from external lenders. In order to finance its operations and mitigate the effects of fluctuations in cash flows, the Group must ensure that sufficient cash and cash equivalents are available by entering into financing agreements. Liquidity risk is managed by ensuring that the Group holds sufficient cash and cash equivalents and short-term investments within a liquid market together with available funding through agreed credit facilities. Management closely monitors rolling forecasts of the Group's liquidity reserve, which consists of unutilized loan commitments and cash and cash equivalents, on the basis of expected cash flows. This takes place at two levels in the Group: at local level in the Group's operating companies and at Group level.

The Group has, among other things, secured financing to cover its liquidity needs through the corporate bonds of EUR 200 million issued in 2023, and in addition through a financing agreement with a credit line of EUR 50 million that runs over five years. At year-end, EUR 6.0 million of this had been utilized as collateral for guarantees. There is also a possibility under the current bond agreement to issue additional bonds of EUR 250 million.

The table below summarizes the Group's financial liabilities specified by the period of time remaining on the balance sheet date until the contractual due date (including any interest payments). It can be noted that the bond falls due in full five years after its issue date. The amounts in the tables below refer to undiscounted values and, where applicable, also include interest payments, which means that the amounts cannot be reconciled with the corresponding item recognized in the balance sheets. Interest payments are determined on the basis of the conditions prevailing on the balance sheet date, adjusted for the hedging instrument in place after year end. Amounts in foreign currency are translated to SEK at the closing-day rate.

	Within 3 months	3-12 months	1-5 years	>5 years	Total
Bond loans*	58.7	176.0	2,885.2	-	3,119.8
Liabilities to credit institutions (sale and leaseback arrangement)	98.0	293.9	465.7	-	857.6
Lease liabilities	14.8	44.3	190.1	59.5	308.7
Other liabilities	9.2	18.6	59.6	-	87.4
Accounts payable	540.1	9.6	-	-	549.7
	720.7	**542.3**	**3,600.7**	**59.5**	**4,923.2**

** Falls due in July 2028*

Credit risk

A customer's credit risk assessment is performed locally to ensure that sales of products and services only take place with customers with a satisfactory credit profile. Customer credit in the form of payment days is granted only after a credit assessment has been performed. The Group's diversified customer base in different countries and from different industries helps to spread and thus reduce credit risks related to accounts receivable.

Realized losses during the year are classified as other external expenses in profit or loss. The Group's age structure of outstanding accounts receivable is relatively stable. Costs for doubtful debts in 2024 in the Group amounted to SEK -13.3 million.

Age structure of accounts receivable and credit risk reserve

	31 Dec 2024	31 Dec 2023
Not overdue	393.4	440.7
Overdue <30 days	80.1	83.6
Overdue 31-60 days	12.7	16.2
Overdue 61-90 days	6.8	2.4
Overdue >90 days	42.3	23.3
	535.2	566.2
Credit risk reserve	-22.4	-8.2
Carrying amount accounts receivable	**512.9**	**558.0**

Currency risk

As a result of international business activities, Foxway is exposed to currency risks from the flow of goods (transaction exposure) and from assets and liabilities in currencies other than the presentation currency (translation exposure). Foxway is also exposed to currency risks in financial loans, the largest currency risk is in Foxway Holding AB, which holds the bond loan in EUR.

Foxway strives to reduce risks in its business operations by creating natural hedges. These can be achieved by buying and selling goods and services in the same currency and by borrowing in the same currency as the assets on the balance sheet.

Exchange differences are recognized in profit or loss, except for currency hedges of net investments in foreign operations, which are recognized in other comprehensive income, see Consolidated other comprehensive income.

Transaction exposure

The Group, together with its subsidiaries, aims to reduce the impact of currency fluctuations by first creating natural hedges and then hedging contractual transaction exposure by using financial instruments. Hedging with financial instruments only takes place after conducting a cost-benefit analysis on a case-by-case basis. No such hedges were made during the financial period.

The Group's main transaction currencies during the period were SEK, DKK, EUR, GBP, NOK and USD.

Currency	Closing-day rate 31 Dec 2024	Closing-day rate 31 Dec 2023	Average rate 2024	Average rate 2023
DKK	1.5398	1.4888	1.5327	1.5422
EUR	11.4865	11.096	11.4322	11.4904
GBP	13.8475	12.768	13.5045	13.2075
NOK	0.9697	0.9871	0.9832	1.0083
USD	10.9982	10.0416	10.5614	10.6306

Translation exposure

The consolidated financial statements are also affected by translation effects when translating the earnings and net assets of foreign subsidiaries into SEK and when remeasuring assets and liabilities in foreign currency.

Interest rate risk

Interest rate risk is defined as the risk of a decrease in earnings caused by a change in market interest rates. The Group aims to strike a balance between cost-effective borrowings and the risk exposure to a negative impact on earnings and cash flow in the event of a sudden major change in interest rates. Foxway's reference rate is mainly EURIBOR 3M. To minimize interest rate risk, the Group signed a EURIBOR interest swap to secure a fixed interest rate of approximately 10.1 percent for the Group's EUR 200 million bond. The term is three years from January 12, 2024. Since the majority of financial liabilities are locked in at a fixed rate, this means that a change in interest rates has a marginal impact.

Hedge accounting

Hedge accounting is applied to hedge net assets in foreign operations. Gains and losses on hedging instruments that qualify as hedges of net investments are recognized directly in equity through other comprehensive income.

Foxway has identified the EUR 200 million bond loan as a hedging instrument to mitigate the translation risk of net investments in EUR. The result of the hedge after tax amounted to SEK -62.0 (79.5) million and was recognized in equity through other comprehensive income. The effectiveness of the hedge is assessed when the hedging relationship is entered into. The hedged item and hedging instrument are assessed on an ongoing basis to ensure that the relationship meets the requirements for hedge accounting. No ineffectiveness impacted the income statement for the period.

Note 22: Accrued expenses and deferred income

	31 Dec 2024	31 Dec 2023
Salaries and holiday pay	68.3	62.7
Social security contributions and payroll tax	12.6	16.2
Provisions	2.5	2.2
Invoiced undelivered goods	11.6	3.2
Delivered uninvoiced goods	279.0	336.5
Accrued service expenses, projects	0.6	4.0
Accrued interest	56.5	131.7
Other items	77.7	76.3
	508.7	**632.7**

Note 23: Adjustments for non-cash items

	31 Dec 2024	31 Dec 2023
Depreciation/amortization	526.4	102.6
Purchase price adjustment	-32.6	-
Change in reserves and provisions	22.8	-
Unrealised exchange-rate gains/losses	-1.9	-3.1
Gain/loss on sale of tangible	0.5	2.8
Other items	1.3	1.3
	516.5	**103.6**

Note 24: Pledged assets

	31 Dec 2024	31 Dec 2023
Pledged shares in subsidiaries	4,251.1	4,353.5
Assets encumbered with ownership reservation	729.7	596.4
Other pledged assets	152.0	-
	5,132.8	**4,949.9**

As collateral for the bond and the financing agreement the Group pledged its shares in all material subsidiaries, which are also jointly and severally liable for payment (guarantors). In addition, assets were pledged to credit institutions that have financed hardware and cars. These are reported as assets encumbered with ownership reservation.

The following companies are guarantors:	
Foxway Group AB	Sweden
Foxway AB	Sweden
Foxway Finance AB	Sweden
Foxway Education AB	Sweden
Foxway AS	Norway
Foxway A/S	Denmark
Foxway Remanufacturing ApS	Denmark
Foxway OÜ	Estonia
Foxway Circular UK Ltd	UK

Note 25: Contingent liabilities

Accounting policies

A contingent liability is recognized when there is a possible or present obligation as a result of past events that is not recognized as a liability or provision, since it is either not probable that an outflow of resources will be required to settle the obligation or the amount cannot be estimated reliably.

	31 Dec 2024	31 Dec 2023
Repurchase obligations	96.5	128.3
Lease guarantees	-	0.3
Performance guarantees	186.4	54.7
	282.9	**183.3**

Note 26: Disclosures on related party transactions

Related parties are considered to be the members of the Parent Company's Board, the Group's senior executives and their close families, in addition to the companies that directly or indirectly own Foxway Holding AB (publ). Related parties also include companies in which a significant proportion of the votes are held directly or indirectly by the aforementioned groups or companies in which they can exercise a significant influence.

All Group companies stated in Parent Company Note 7 are considered to be related parties. Transactions between Group companies have taken place on normal commercial terms and at market prices. Intra-Group sales of goods and services for the year amounted to SEK 2,331.2 million. The intra-Group transactions and balances were eliminated in the consolidated accounts.

Transactions with other related parties include transaction costs re-invoiced by new owners, shareholder loans and consultancy arrangements with certain shareholders.

For information on salaries and remuneration of the Board and Group Management, refer to Note 9.

Note 27: Significant events after the end of the financial year

Foxway is the first company in Europe to initiate a partnership with HP for premium refurbished computers and is thereby a part of the HP Certified Licensing Partner Program

Foxway Learning Academy launches webinar series to educate the IT-industry on circularity.

Launch of upgraded Digital platform for CWS with focus to further enhance our DaaS solution offering to the market.

03

Financial Reports Parent Company

Parent company income statement

MSEK	Note	1 Jan - 31 Dec 2024	1 Jan - 31 Dec 2023
Total revenue			
Net sales		7.4	1.9
Other operating income		-0.1	0.1
		7.4	**2.0**
Operating expenses			
Other external expenses	2	-23.2	-14.6
Personnel costs	3	-14.2	-2.0
Other operating expenses		-0.3	-0.1
		-37.7	**-16.7**
Operating profit/loss		**-30.3**	**-14.7**
Financial income and expense			
Other interest income and similar profit/loss items	4	232.4	152.8
Interest expenses and similar proit/loss items*	5	-388.9	-127.7
		-156.5	**25.2**
Profit/loss after finance net		**-186.8**	**10.5**
Appropriations			
Group contributions received		43.0	0.0
Provision to tax allocation reserve		17.0	-17.0
Profit/loss before tax		**-126.9**	**-6.4**
Tax on profit/loss for the year*	6	9.5	-10.5
Profit/loss for the year		**-117.4**	**-16.9**

The Parent Company does not have other comprehensive income.

Unrealized changes in value regarding derivatives of SEK -46.0 million and related deferred tax amounting to SEK 9.5 million were not taken into account in the Year-end Report 2024.

Parent company balance sheet

MSEK	Note	31 Dec 2024	31 Dec 2023
ASSETS			
Non-current assets			
Financial assets			
Participations in Group companies	7	4,607.7	4,650.8
Loans to Group companies	8	1,712.5	1,712.5
Deferred tax assets*		9.5	–
Total non-current assets		**6,329.6**	**6,363.3**
Current assets			
Current receivables			
Receivables from Group companies		52.8	48.6
Current tax assets		6.3	5.2
Other receivables		**59.0**	**53.8**
Cash and bank balances		72.3	171.0
Total current assets		**131.4**	**224.7**
Total assets		**6,461.0**	**6,588.0**

Liability relating to derivatives of SEK 46.0 (-) million and related deferred tax asset amounting to SEK 9.5 (-) million were not taken into account in the Year-end Report 2024..

(cont.)

MSEK	Note	31 Dec 2024	31 Dec 2023
EQUITY AND LIABILITIES			
Equity			
Restricted equity			
Share capital	9	0.6	0.6
		0.6	0.6
Non-restricted equity			
Share premium reserve		566.5	566.5
Retained earnings		3,665.7	3,682.6
Loss for the year	12	-117.4	-16.9
		4,114.8	4,232.2
Total equity		**4,115.4**	**4,232.8**
Untaxed reserves			
Tax allocation		–	17.0
Total untaxed reserves		**–**	**17.0**
Non-current liabilites			
Bond loans	10	2,229.1	2,131.5
Other liabilities*		46.0	–
Total non-current liabilities		**2,275.1**	**2,131.5**
Current liabilities			
Accounts payable		10.6	58.4
Current tax liabilites		0.0	10.5
Liabilities to Group companies		0.5	0.1
Other current liabilities		0.5	0.3
Accrued expenses and deferred income	11	58.9	137.5
Total current liabilities		**70.5**	**206.7**
Total equity and liabilites		**6,461.0**	**6,588.0**

Parent company statement of changes in equity

MSEK	Share capital	Other restricted equity	Other non-restricted equity	Loss for the year	Total equity
Opening equity					
1 Jan 2023	0.5	-	-	-	0.5
Appropriation of profit by the AGM:	-	-	-	-	-
New share issue	0.1	-	566.5		566.6
Shareholders' contributions	-	-	3,682.6		3,682.6
Loss for the year	-	-		-16.9	-16.9
Closing balance 31 dec 2023	**0.6**	**-**	**4,249.1**	**-16.9**	**4,232.8**
Opening equity 1 Jan 2024	0.6	-	4,249.1	-16.9	4,232.8
Appropriation of profit by the AGM:	-	-	-16.9	16.9	0.0
Loss for the year	-	-		-117.4	-117.4
Closing balance 31 Dec 2024	**0.6**	**-**	**4,232.2**	**-117.4**	**4,115.4**

Parent company cash flow statement

MSEK	Note	1 Jan - 31 Dec 2024	1 Jan - 31 Dec 2023
Operating activites			
Operating profit		-30.3	-14.7
Adjustments for non-cash items	13	0.2	-
Dividend received		45.0	-
Interest received		188.1	-0.7
Interest paid		-310.4	-0.1
Income tax paid		-10.7	-
Cash flow from operating activities before changes in working capital		**-118.2**	**-15.5**
Cash flow from changes in working capital			
Decrease(+)/increase(-) in current receivables		0.7	-5.8
Decrease(-)/increase(+) in accounts payable		-47.9	-3.4
Decrease(-)/increase(+) in current liabilities		-10.2	9.5
Cashflow from operating activities		**-175.6**	**-15.2**
Investing activites			
Acquisition of subsidiaries	7	40.9	-4,013.5
Change in non-current receivables, Group companies		-	-1,712.5
Cash flow from investing activites		**40.9**	**-5,726.0**
Financing activites			
Increase in borrowings		35.0	2,229.5
Capital contribution		-	3,682.6
Cash flow from financing activites		**35.0**	**5,912.1**
Change in cash and cash equivalents		**-99.8**	**171.0**
Cash and cash equivalents at beginning of year		171.0	0.0
Exchange rate differences in cash and cash equivalents		1.1	-
Cash and cash equivalents at end of the year		**72.3**	**171.0**

Parent Company's Notes

Note 1: Accounting policies

General information

The Parent Company applies the Annual Accounts Act (1995:1554) and Recommendation RFR 2 Accounting for Legal Entities. RFR 2 states that parent companies of groups that voluntarily choose to apply IFRS/IAS in their consolidated financial statements shall, as a rule, also apply the same IFRS/IAS. The Parent Company therefore applies the policies used for the consolidated financial statements with the exceptions stated below.

The presentation format prescribed in the Annual Accounts Act is used for the income statement and balance sheet. The presentation format for the statement of changes in equity is also consistent with the Group's format, but must also include the columns stated in the Annual Accounts Act. Moreover, there is a difference in terms, compared with the consolidated accounts, mainly with regard to financial income and expenses, and equity.

The accounting policies applied in the Parent Company match the accounting policies in the consolidated accounts, except for the following.

Shares and participations in subsidiaries

Shares and participations in subsidiaries are recognized at their cost of acquisition after deductions for impairment where relevant. Dividends received are recognized as financial income. Dividends that exceed the subsidiary's comprehensive income for the period or which mean that the book value of the participation's net assets in the consolidated financial statements are lower than the book value of the participations are an indication of an impairment requirement. When there is an indication that shares and participations in subsidiaries have decreased in value, an estimate is made of the recoverable value. If this is lower than the carrying amount, impairment is carried out. Impairment is recognized under 'Profit from participations in Group companies'.

Group contributions and shareholders' contributions

Group contributions are recognized in accordance with the alternative rule, meaning that Group contributions received and paid are recognized as appropriations in profit or loss.

Shareholders' contributions are recognized directly in the equity of the recipient and capitalized in shares and participations of the donor, to the extent that no impairment is required.

Business combinations

Transaction costs related to business combinations are included in the cost of participations in subsidiaries.

Financial instruments

The Parent Company does not apply IFRS 9 Financial Instruments: Recognition and measurement. Financial instruments are recognized at cost in accordance with the Annual Accounts Act.

Note 2: Auditors' fees

	1 Jan - 31 Jan 2024	1 Jan - 31 Dec 2023
MOORE		
Audit engagement	0.3	0.2
Tax assignment	-	-
Other services	-	-
Other auditors		
Audit engagement	-	-
Tax assignment	-	-
Other services	-	-
	0.3	**0.2**

Audit assignment refers to the auditor's work on the statutory audit, and auditing activities refers to various types of quality-assurance activities. Other services are such services as are not included in the audit assignment, auditing activities or tax advisory services. Stated auditors' fees are based on costs in the income statement for the period 5 October to 31 December 2023.

Note 3: Employees and personnel costs

Salaries, benefits and social security contributions

	1 Jan - 31 Dec 2024	1 Jan - 31 Dec 2023*
Salaries and benefits	9.2	1.2
Pension costs	1.4	0.3
Social security expenses	3.5	0.5
Total personnel costs	**14.1**	**2.0**

**) Previously, the CEO and CFO were employed by Foxway Group AB but from October 2023 their employment was transferred to Foxway Holding AB. Foxway Holding AB had no personnel costs before October 2023.*

Average number of employees

	Total		of whom men	
	2024	**2023**	**2024**	**2023**
Foxway Holding AB	2	1	2	1

See the Group's Note 9 - Employees and personnel costs for information on remuneration to the Board and CEO as well as gender distribution regarding Board members and senior executives.

Note 4: Financial income/Other interest income and similar profit/loss items

	1 Jan - 31 Dec 2024	1 Jan - 31 Dec 2023
Interest income, Group	186.6	45.8
Interest income, other	0.8	7.2
Exchange differences	0.0	99.8
Dividens from group companies	45.0	-
	232.4	**152.8**

Note 5: Financial expenses/Interest expenses and similar profit/loss items

	1 Jan - 31 Dec 2024	1 Jan - 31 Jan 2023
Interest expenses, Group	-1.9	-
Interest expenses, other	-255.8	-125.7
Changes in value derivatives	-46.0	-
Exchange differences	-83.0	-
Other financial expenses	-2.1	-2.0
	-388.9	**-127.7**

Changes in the value of derivatives have been reported in accordance with the lower of cost principle according to the Annual Accounts Act.

Note 6: Tax

	1 Jan - 31 Dec 2024	1 Jan - 31 Dec 2023
Current tax	0.0	-10.5
Deferred tax	9.5	0.0
	9.5	**-10.5**
Reconciliation of effective tax		
Profit/loss before tax	-126.9	-6.4
Tax calculated at Swedish tax rate (20,6%)	26.1	1.3
Tax effect of:		
Non-deductible expenses	-15.8	-11.8
Non-taxable income	9.3	0.0
Loss carryforwards incurred for which no deferred tax is reported	-10.2	0.0
Total	**9.5**	**-10.5**

Note 7: Participations in Group companies

	31 Dec 2024	31 Dec 2023
Opening balance 1 January	4,650.8	–
Participations Foxway Group	-43.1	4,010.2
Reinvestment via non-cash issue	–	566.6
Redemption of warrants	–	74.0
Closing balance 31 December	**4,607.7**	**4,650.8**

Company	Corp. ID. No.	Registered office	No. of participations	Share of equity, %	Carrying amount
Foxway Group AB	559185-5688	Stockholm	181,082,019	100%	4,607.7

Composition of the Group

Company/branch	Corp. ID. No.	Registered office	Country	Ownership %
Foxway Group AB	559185-5688	Stockholm	Sweden	100%
Foxway AB	556470-0309	Växjö	Sweden	100%
Foxway Finance AB	556812-9877	Stockholm	Sweden	100%
Foxway Finance NUF AB (NO)	916 644 531	Växjö	Sweden	100%
Foxway Finance AB (DK)	38972235	Växjö	Sweden	100%
Foxway Finance AB (FI)	2762890-6	Växjö	Sweden	100%
Foxway Finance AB (CH)	CHE-145.586.407	Växjö	Sweden	100%
Foxway Oy	2855562-2	Helsinki	Finland	100%
Foxway Education AB	556746-4440	Gothenburg	Sweden	100%
Foxway AS	913 506 952	Sandefjord	Norway	100%
Foxway Services AB	556972-9782	Varberg	Sweden	100%
Foxway Americas LLC	30-0962693	Houston	USA	100%
Greentech Denmark ApS	33503474	Frederikshavn	Denmark	100%
Foxway Malaysia SDN. BHD.	1314978-D	Kuala Lumpur	Malaysia	100%
Foxway Singapore PTE Ltd	201935171G	Singapore	Singapore	100%
Foxway India IT Equipment Private Limited	U51909KA2021FTC145384	Bangalore	India	100%
Foxway IT Equipment Sales (Shanghai) Limited	91310000MA1G1ARN6M	Shanghai	China	100%
Foxway Circular UK Ltd	10010176	Braintree	UK	100%
Foxway OÜ	12703942	Tartu	Estonia	100%
Foxway Ibérica S.L	B-85727535	Madrid	Spain	100%
Foxway Germany GmbH	HRB 202638	Munich	Germany	100%
Foxway A/S	18759136	Hinnerup	Denmark	100%
Foxway Remanufacturing ApS	36267086	Hinnerup	Denmark	100%
Foxway Distribution Germany GmbH	HRB 146541	Hamburg	Germany	100%
Foxway Latvia SIA	41503079616	Krāslava	Latvia	100%
Foxway Distribution Spain S.L	B-09847716	Barcelona	Spain	100%
Foxway Poland sp. z o. o.	821-267-93-48	Warsaw	Poland	100%
Foxway Brasil LTDA	55.332.941/0001-14	Sao Paolo	Brazil	100%

Note 8: Loans to Group companies

	31 Dec 2024	31 Dec 2023
Opening balance	1,712.5	–
Change of the year	–	1,712.5
Closing balance	**1,712.5**	**1,712.5**

Note 9: Equity

	31 Dec 2024	31 Dec 2023
Number of ordinary shares	2,884,597,053	2,884,597,053
Quotient value (SEK)	0.0002	0.0002

Note 10: Bond loans

In July 2023, Foxway Holding AB (publ) issued senior covered bonds of EUR 200 million. The bonds mature in 2028 and the interest rate for the bond loan is variable and amounts to EURIBOR +7.0%. The company has signed a EURIBOR 3M swap to secure a fixed, underlying EURIBOR of approximately 3.1 percent for the bond loan. The term of the interest swap is three years with a start date of January 12, 2024.

The carrying amount of the bonds on 31 December 2024 amounted to SEK 2,229.1 (2,131.5) million (net of capitalized lending costs) and the fair value amounted to SEK 2,265.7 million.

Note 11: Accrued expenses and deferred income

	31 Dec 2024	31 Dec 2023
Salaries and holiday pay	4.2	0.7
Social security contributions and payroll tax	1.8	0.3
Accrued interest	52.0	117.8
Other items	0.9	18.7
	58.9	**137.5**

Note 12: Appropriation of profit or loss

Proposed appropriation of the Parent Company's profit (SEK)	
The following amounts are at the disposal of the Annual General Meeting:	
Share premium reserve	566,529,089
Retained earnings	3,665,688,652
Loss for the year	-117,382,087
	4,114,835,655
The Board of Directors proposes that be carried forward	4,114,835,655

Note 13: Adjustments for non-cash items

	31 Dec 2024	31 Dec 2023
Unrealised exchange-rate gains/losses	0.2	–
	0.2	**–**

Note 14: Pledged assets

	31 Dec 2024	31 Dec 2023
Pledged shares in subsidiaries	4,607.7	4,650.8
Pledged receivables from subsidiaries	1,712.5	1,712.5
	6,320.2	**6,363.3**

The Parent Company Foxway Holding AB (publ) has pledged shares in subsidiaries and intra-Group receivables ascollateral for the Group's bond loan and credit facility.

Note 15: Contingent liabilities

	31 Dec 2024	31 Dec 2023
Performance guarantees	88.9	–
Guarantee commitments on behalf of Group companies	1,712.5	1,712.5
	1,801.4	**1,712.5**

Note 16: Disclosures on related party transactions

Related parties are considered to be the members of the Parent Company's Board, the Group's senior executives and their close families, in addition to the companies that directly or indirectly own Foxway Holding AB (publ). Related parties also include companies in which a significant proportion of the votes are held directly or indirectly by the aforementioned groups or companies in which they can exercise a significant influence.

All Group companies stated in Note 7 are considered to be related parties. Transactions between Group companies have taken place on normal commercial terms and at market prices. The parent company's sales of services to group companies amounted to SEK 7.4 million and purchases to SEK -0.9 million. The parent company also had interest income from group companies of SEK 186.6 million and interest expenses that amounted to SEK -1.9 million.

For information on salaries and remuneration of the Board and Group Management, refer to the Group's Note 9.

04 Other information

Declaration and signatures

The Board of Directors and the CEO certify that the annual report for the Group and the Parent company has been prepared in accordance with International Financial Reporting Standards (IFRS), as adopted for use in the European Union, and generally accepted accounting principles respectively, and gives a true and fair view of the financial positions and results of the Group and the Parent company, and that the Board of Directors' report gives a fair review of the development of the operations, financial positions and results of the Group and the Parent company and describes substantial risks and uncertainties that the Group companies face.

Stockholm on April 22, 2025

Joakim Andreasson
Chairman

Patrick Höijer
CEO

Beatrice Bandel
Board member

Max Cantor
Board member

Our auditor's report was submitted on April 23, 2025

MOORE KLN AB

Ulf Lindesson
Authorized Public Accountant

This report is a translation of the Swedish original and in the event of inconsistency or discrepancy between the English and Swedish version of this publication, the Swedish version shall prevail.

Auditor’s Report

To the general meeting of the shareholders of Foxway Holding AB (publ)
Corporate identity number 559366-8758

Report on the annual accounts and consolidated accounts

Opinions

We have audited the annual accounts and consolidated accounts of Foxway Holding AB (publ) for the year 2024, except for the corporate governance statement on pages 12-13. The annual accounts and consolidated accounts of the company are included on pages 8-48 and 53-54 in this document.

In our opinion, the annual accounts have been prepared in accordance with the Annual Accounts Act and present fairly, in all material respects, the financial position of parent company as of 31 December 2024 and its financial performance and cash flow for the year then ended in accordance with the Annual Accounts Act. The consolidated accounts have been prepared in accordance with the Annual Accounts Act and present fairly, in all material respects, the financial position of the group as of 31 December 2024 and their financial performance and cash flow for the year then ended in accordance with International Financial Reporting Standards (IFRS), as adopted by the EU, and the Annual Accounts Act. Our opinions do not cover the corporate governance statement on pages 12-13. The statutory administration report is consistent with the other parts of the annual accounts and consolidated accounts.

We therefore recommend that the general meeting of shareholders adopts the income statement and balance sheet for the parent company and the group.

Our opinions in this report on the the annual accounts and consolidated accounts are consistent with the content of the additional report that has been submitted to the parent company’s audit committee in accordance with the Audit Regulation (537/2014/EU) Article 11.

Basis for Opinions

We conducted our audit in accordance with International Standards on Auditing (ISA) and generally accepted auditing standards in Sweden. Our responsibilities under those standards are further described in the “Auditor’s Responsibilities” section. We are independent of the parent company and the group in accordance with professional ethics for accountants in Sweden and have otherwise fulfilled our ethical responsibilities in accordance with these requirements. This includes that, based on the best of our knowledge and belief, no prohibited services referred to in the Audit Regulation (537/2014) Article 5.1 have been provided to the audited company or, where applicable, its parent company or its controlled companies within the EU.

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

Key Audit Matters

Key audit matters of the audit are those matters that, in our professional judgment, were of most significance in our audit of the annual accounts and consolidated accounts of the current period. These matters were addressed in the context of our audit of, and in forming our opinion thereon, the annual accounts and consolidated accounts as a whole, but we do not provide a separate opinion on these matters.

Revenue recognition

The Group’s revenues for 2024 amount to SEK 7.8 billion and relate to agreements with customers for the delivery of goods and services. Revenues are recognized in the income statement at the point in time when a customer gains control over a promised asset and the company fulfills a performance obligation. In assessing the revenue, uncertainties regarding payment, associated costs, risk of returns, and estimated discounts are considered. Conditions associated with the delivery of goods, and the element of judgments and estimates involved in revenue recognition, mean that there is a risk that revenues are over- or understated. Revenue recognition from the Group’s contracts with customers was a significant area in our audit due to the importance of the reported amounts and the element of management’s judgments.

See Group notes 2, 4, 5, 6, and 7 in the annual report and consolidated financial statements for detailed disclosures and description of the area.

How the area has been considered in the audit

Our audit procedures included but were not limited to the following:

- We reviewed accounting principles and procedures for the sales process. We examined the applicable contract terms to assess the Group’s and the Parent Company’s revenue recognition. In our work to review the identification of performance obligations and transaction prices, we tested and assessed controls and performed substantive testing to ensure that revenues are recognized in the correct period and at the correct amount. We also assessed the timing of revenue recognition based on when goods and services were delivered and the conditions associated with the delivery, both through sampling and by testing the accuracy based on historical outcomes.

Furthermore, we ensured that the disclosures in the annual report and consolidated financial statements substantially meet the requirements of accounting standards.

Valuation of intangible assets including goodwill and valuation of the parent company's investments in subsidiaries

The reported value of goodwill and other intangible assets such as capitalized development costs and acquired customer relationships amounted to SEK 5.2 billion in the Group as of December 31, 2024, which corresponds to approximately 62% of the Group's total assets. The intangible assets are attributable to the acquisition of Foxway Group AB in 2023. In the Parent Company, the reported value of shares in subsidiaries amounts to SEK 4.6 billion. Goodwill is tested for impairment annually. Other intangible assets and shares in subsidiaries are tested when there is an indication of impairment. The assessment of the value of intangible assets is complex and involves significant estimates about future developments. The calculated recoverable amount for the assets is based on forecasts and discounted future cash flows where estimates of discount rates, revenue forecasts, and long-term growth rates are inherently judgmental, which can be influenced by management, and has therefore been a particularly significant area in the audit. A corresponding calculation is made when there is an indication of impairment for the Parent Company's shares in subsidiaries.

See Group notes 2, 3, and 13 and Parent Company note 7 in the annual report and consolidated financial statements for detailed disclosures and description of the area.

How the area has been considered in the audit

Our audit procedures included but were not limited to the following:

- We reviewed and assessed the Group's impairment testing per cash-generating unit, also segments, of goodwill and other intangible assets to ensure that it is prepared in accordance with the methodology prescribed by IFRS. Furthermore, we evaluated the forecasts for future cash flows and the assumptions underlying these, which include the long-term growth rate and discount rates used, both through observable market data and historical outcomes. We considered management's sensitivity analyses that showed the effect of reasonable changes in assumptions to determine if an impairment is necessary. For shares in subsidiaries, we reviewed and assessed management's documentation and plans to ensure that there are no indications of impairment.

Furthermore, we ensured that the disclosures in the annual report and consolidated financial statements substantially meet the requirements of accounting standards.

Other Information than the annual accounts and consolidated accounts

This document also contains other information than the annual accounts and consolidated accounts and is found on pages 1-7. The Board of Directors and the Managing Director are responsible for this other information.

Our opinion on the annual accounts and consolidated accounts does not cover this other information and we do not express any form of assurance conclusion regarding this other information.

In connection with our audit of the annual accounts and consolidated accounts, our responsibility is to read the information identified above and consider whether the information is materially inconsistent with the annual accounts and consolidated accounts. In this procedure we also take into account our knowledge otherwise obtained in the audit and assess whether the information otherwise appears to be materially misstated.

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

Responsibilities of the Board of Directors and the Managing Director

The Board of Directors and the Managing Director are responsible for the preparation of the annual accounts and consolidated accounts and that they give a fair presentation in accordance with the Annual Accounts Act and, concerning the consolidated accounts, in accordance with IFRS as adopted by the EU. The board of Directors and the Managing Director are also responsible for such internal control as they determine is necessary to enable the preparation of annual accounts and consolidated accounts that are free from material misstatement, whether due to fraud or error.

In preparing the annual accounts and consolidated accounts, the Board of Directors and the Managing Director are responsible for the assessment of the company's and the group's ability to continue as a going concern. They disclose, as applicable, matters related to going concern and using the going concern basis of accounting. The going concern basis of accounting is however not applied if the Board of Directors and the Managing Director intends to liquidate the company, to cease operations, or has no realistic alternative but to do so.

The Audit Committee shall, without prejudice to the Board of Director's responsibilities and tasks in general, among other things oversee the company's financial reporting process.

Auditor's responsibility

Our objectives are to obtain reasonable assurance about whether the annual accounts and consolidated accounts as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinions. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs and generally accepted auditing standards in Sweden will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these annual accounts and consolidated accounts.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the annual accounts and consolidated accounts, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinions. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of the company's internal control relevant to our audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors and the Managing Director.
- Conclude on the appropriateness of the Board of Directors' and the Managing Director's use of the going concern basis of accounting in preparing the annual accounts and consolidated accounts. We also draw a conclusion, based on the audit evidence obtained, as to whether any material uncertainty exists related to events or conditions that may cast significant doubt on the company's and the 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 annual accounts and consolidated accounts or, if such disclosures are inadequate, to modify our opinion about the annual accounts and consolidated accounts. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause a company and a group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the annual accounts and consolidated accounts, including the disclosures, and whether the annual accounts and consolidated accounts represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient and appropriate audit evidence regarding the financial information of the entities or business activities within the group to express an opinion on the consolidated accounts. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our opinions.

We must inform the Board of Directors of, among other matters, the planned scope and timing of the audit. We must also inform of significant audit findings during our audit, including any significant deficiencies in internal control that we identified.

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

From the matters communicated with the Board of Directors, we determine those matters that were of most significance in the audit of the annual accounts and consolidated accounts, including the most important assessed risks for material misstatement, and are therefore the key audit matters. We describe these matters in the auditor's report unless law or regulation precludes disclosure about the matter.

Report on other legal and regulatory requirements

Opinions

In addition to our audit of the annual accounts and consolidated accounts, we have also audited the administration of the Board of Directors and the Managing Director of Foxway Holding AB (publ) for the year 2024 and the proposed appropriations of the company's profit or loss.

We recommend to the general meeting of shareholders that the profit be appropriated in accordance with the proposal in the statutory administration report and that the members of the Board of Directors and the Managing Director be discharged from liability for the financial year.

Basis for Opinions

We conducted the audit in accordance with generally accepted auditing standards in Sweden. Our responsibilities under those standards are further described in the "Auditor's Responsibilities" section. We are independent of the parent company and the group in accordance with professional ethics for accountants in Sweden and have otherwise fulfilled our ethical responsibilities in accordance with these requirements.

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

Responsibilities of the Board of Directors and the Managing Director

The Board of Directors is responsible for the proposal for appropriations of the company's profit or loss. At the proposal of a dividend, this includes an assessment of whether the dividend is justifiable considering the requirements which the company's and the group's type of operations, size and risks place on the size of the parent company's and the group's equity, consolidation requirements, liquidity and position in general.

The Board of Directors is responsible for the company's organization and the administration of the company's affairs. This includes among other things continuous assessment of the company's and the group's financial situation and ensuring that the company's organization is designed so that the accounting, management of assets and the company's financial affairs otherwise are controlled in a reassuring manner. The Managing Director shall manage the ongoing administration according to the Board of Directors' guidelines and instructions and among other matters take measures that are necessary to fulfill the company's accounting in accordance with law and handle the management of assets in a reassuring manner.

Auditor's responsibility

Our objective concerning the audit of the administration, and thereby our opinion about discharge from liability, is to obtain audit evidence to assess with a reasonable degree of assurance whether any member of the Board of Directors or the Managing Director in any material respect:

- has undertaken any action or been guilty of any omission which can give rise to liability to the company, or
- in any other way has acted in contravention of the Companies Act, the Annual Accounts Act or the Articles of Association.

Our objective concerning the audit of the proposed appropriations of the company's profit or loss, and thereby our opinion about this, is to assess with reasonable degree of assurance whether the proposal is in accordance with the Companies Act.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with generally accepted auditing standards in Sweden will always detect actions or omissions that can give rise to liability to the company, or that the proposed appropriations of the company's profit or loss are not in accordance with the Companies Act.

As part of an audit in accordance with generally accepted auditing standards in Sweden, we exercise professional judgment and maintain professional scepticism throughout the audit. The examination of the administration and the proposed appropriations of the company's profit or loss is based primarily on the audit of the accounts. Additional audit procedures performed are based on our professional judgment with starting point in risk and materiality. This means that we focus the examination on such actions, areas and relationships that are material for the operations and where deviations and violations would have particular importance for the company's situation. We examine and test decisions undertaken, support for decisions, actions taken and other circumstances that are relevant to our opinion concerning discharge from liability. As a basis for our opinion on the Board of Directors' proposed appropriations of the company's profit or loss we examined whether the proposal is in accordance with the Companies Act.

The auditor's examination of the corporate governance statement

The Board of Directors is responsible for that the corporate governance statement on pages 12–13 has been prepared in accordance with the Annual Accounts Act.Our examination of the corporate governance statement is conducted in accordance with FAR´s standard RevR 16 The auditor´s examination of the corporate governance statement. This means that our examination of the corporate governance statement is different and substantially less in scope than an audit conducted in accordance with International Standards on Auditing and generally accepted auditing standards in Sweden. We believe that the examination has provided us with sufficient basis for our opinions.

A corporate governance statement has been prepared. Disclosures in accordance with chapter 6 section 6 the second paragraph points 2-6 of the Annual Accounts Act and chapter 7 section 31 the second paragraph the same law are consistent with the other parts of the annual accounts and consolidated accounts and are in accordance with the Annual Accounts Act.

MOORE KLN AB, Göteborg, was appointed auditor of Foxway Holding AB (publ) by the general meeting of the shareholders on May 17, 2024 and has been the company's auditor since November 8, 2023.

Göteborg April 23, 2025

MOORE KLN AB

Ulf Lindesson
Authorized Public Accountant

Alternative performance measures (APM)

The consolidated financial statements contain financial ratios defined according to IFRS. They also include measurements not defined according to IFRS, known as alternative performance measures (APM). APMs are used by Foxway for periodic and annual financial reporting to provide a better understanding of the company's underlying financial performance for the period.

Operational net sales and adjusted operational EBITDA are also used by management to drive performance in terms of target setting. These measures are adjusted IFRS measures, defined, calculated and used in a consistent and transparent manner over time and across the Group where relevant.

Earnings before depreciation/amortization and impairment (EBITDA)

MSEK	1 Jan - 31 Dec 2024	5 Oct - 31 Dec 2023	Full year 2023 IFRS Proforma
Operating profit/loss (EBIT)	60.5	47.3	121.9
Depreciations, amortizations and impairment	526.4	102.6	364.0
EBITDA	**586.9**	**149.9**	**485.9**
Net sales	**7,804.6**	**1,960.7**	**7,355.4**
EBITDA margin %	**7.5%**	**7.6%**	**6.6%**

Adjusted earnings before depreciation/amortization and impairment (Adjusted EBITDA)

MSEK	1 Jan - 31 Dec 2024	5 Oct - 31 Dec 2023	Full year 2023 IFRS Proforma
Net sales	**7,804.6**	**1,960.7**	**7,355.4**
Operating profit/loss	60.5	47.3	121.9
Depreciations, amortizations and impairment	526.4	102.6	364.0
Acquisition costs and other non-recurring items	99.2	21.7	172.9
Adjusted EBITDA	**686.1**	**171.7**	**658.8**
Adjusted EBITDA margin %	**8.8%**	**8.8%**	**9.0%**

Operational net sales/Adjusted operational EBITDA (For more information, see note 3 - Segments)

MSEK	1 Jan - 31 Dec 2024	5 Oct - 31 Dec 2023	Full year 2023 IFRS Proforma
Net sales	7,804.6	1,960.7	7,355.4
Sale and leaseback adjustment	513.6	91.8	463.3
Acquisition proforma adjustment	-	-1.5	35.1
Operational net sales	**8,318.2**	**2,051.0**	**7,853.8**
Operating profit/loss	60.5	47.3	121.9
Depreciation/amortization and impairment of intangible assets	526.4	102.6	364.0
Acquisition costs and other non-recurring items	99.2	21.7	172.9
Adjusted EBITDA	**686.1**	**171.7**	**658.8**
IFRS 16 Leasing premises	-48.7	-11.9	-46.0
Sale and leaseback adjustment	-334.0	-70.1	-260.3
Acquisition proforma adjustment	-	-0.2	-1.5
Adjusted operational EBITDA	**303.4**	**89.5**	**351.0**
Adjusted operational EBITDA margin %	**3.6%**	**4.4%**	**4.5%**

Net debt/Alternative net debt

MSEK	31 Dec 2024	31 Dec 2023
Bond	2,229.1	2,131.5
Sale and leaseback arrangement (Liabilities to credit institutions)	789.4	605.4
Lease liabilities, IFRS 16	261.0	230.3
Other interest-bearing liabilities	39.8	152.6
Less Cash and cash equivalents	-503.6	-722.1
Net debt	**2,815.8**	**2,397.7**
Sale and leaseback arrangement	-789.4	-605.4
IFRS 16 Leasing premises	-245.4	-209.0
Other adjustments	28.8	18.9
Alternative net debt	**1,809.8**	**1,602.2**

Equity/assets ratio (%)

MSEK	31 Dec 2024	31 Dec 2023
Total equity	3,805.3	3,935.5
Balance sheet total	8,357.9	8,554.5
Equity/assets ratio %	**45.5%**	**46.0%**

Definitions

Adjusted EBITDA:
Operating profit/loss excluding depreciation, amortization, and impairment. Adjusted for acquisition-related costs and other non-recurring items.

Adjusted EBITDA margin:
Adjusted EBITDA as a percentage of total revenue.

Adjusted operational EBITDA:
EBITDA excluding IFRS adjustments of sale and leaseback, leased premises, non-recurring items and proforma adjustments from acquisitions.

Adjusted operational EBITDA margin:
Adjusted operational EBITDA as a percentage of operational net sales.

Alternative net debt:
Net debt excluding sale and leaseback liabilities, leasing liabilities according to IFRS 16, capitalised lending costs and interest-bearing liabilities for deferral or certain taxes.

DaaS:
Device as a Service

Debt ratio:
Net debt as a percentage of total capital.

Equity/assets ratio:
Total equity as a percentage of balance sheet total assets.

IFRS proforma:
A proforma calculation, presented for information purposes, based on consolidated values of the former Foxway Group (Swedish GAAP) adjusted with reversed goodwill amortization, not expensed acquisition costs, IFRS 16 leasing and sale and leaseback.

Net debt:
Total interest-bearing borrowings (non-current and current) and leasing liabilities less cash and cash equivalents.

Non-recurring items (NRI):
Non-recurring income or expenses which are not recurring in normal operations.

Operating cash flow:
Cash flow from operating activities including changes in working capital.

Operational net sales:
Net sales excluding IFRS adjustment of sale and leaseback and proforma adjustment from acquisition.

Organic growth:
Total sales growth or sales decline excluding the impact of acquisitions/divestments and exchange rate fluctuations.

OPEX:
Operating expenses.

Proforma adjustments from acquisitions:
Adjustment of acquired companies' revenue and result for the period before acquisition to obtain proforma for comparison of the period.

Sale and leaseback:
Sale and leaseback arrangements which, in combination with lease rent, are intended for some customers who enter into agreement to rent IT hardware. The Group purchase the goods, then sell them to finance partners and lease back. The sales to the finance partner are not classified as revenues according to IFRS 15, but should be treated as a financing transaction, whereby the Group borrows funds required to purchase hardware. Since the hardware is not considered to be sold in the first transaction, it remains on the balance sheet as a tangible asset and is subject to depreciation.

Total capital:
Total equity and Net debt.

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