

PRODWARE

Public Limited Company with a share capital of
€4 975 263.15

45 Quai de la Seine
75019 Paris

Registered with the Paris Trade and Companies
Register under No. B 352 335 962

STATUTORY AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL REPORTS

Financial year ended December 31, 2024.

EXCELIA AUDIT

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Statutory Auditors' Report on the Consolidated Financial Reports

Prodware S.A.

Financial year ended December 31, 2024.

Ladies and Gentlemen, Shareholders,

Opinion

Pursuant to the mandate entrusted to us by your General Meetings, we have carried out an audit of the consolidated financial statements of Prodware SA for the financial year ended December 31, 2024, which are included in this report. These financial statements were approved by the Board of Directors on March 6, 2025, based on the information available at that time.

In our opinion, the consolidated financial statements, prepared in accordance with the IFRS standards adopted by the European Union, provide a true and fair view of the financial performance for the year ended December 31, 2024, as well as the financial position and assets of the group, comprising all entities included in the consolidation, as of that date.

Basis for the Opinion

Audit Framework

We conducted our audit in accordance with the professional auditing standards applicable in France. Based on the evidence we have gathered, we believe it provides a solid foundation for our opinion. The responsibilities we bear under these standards are detailed in the section titled "Auditors' Responsibilities for the Audit of the Consolidated Financial Statements" in this report.

Independence

We have conducted our audit in accordance with the independence requirements specified by the French Commercial Code and the Code of Ethics for Statutory Auditors, ensuring compliance throughout the period from January 1, 2024, up to the issuance date of our report.

Justification of the Assessments

In accordance with the provisions of Articles L.821-53 and R.821-180 of the French Commercial Code regarding the justification of our assessments, we hereby present the following key evaluations, which, in our professional judgment, were the most critical for the audit of the consolidated financial statements for the fiscal year. We also provide the corresponding measures we took to address the associated risks.

Evaluation of Goodwill and Other Fixed Assets

Note 16 "Goodwill", Note 17 "Intangible and Tangible Assets"

Key Focus of the Audit	Response Provided
As of December 31, 2024, the net book value of goodwill and other fixed assets amounted to 365.6 million euros, representing 59% of the total assets. Fixed assets include, notably, goodwill (€121 million), intangible assets (€219 million), tangible assets (€5 million), and lease assets (€13 million). As outlined in Note 1, "Accounting Principles," under the "Valuation Methods" section of the notes to the consolidated financial statements, and in compliance with IAS 36 "Impairment of Assets," these assets (excluding goodwill) undergo an impairment test when events or changes in market conditions suggest a potential loss in value. Goodwill, on the other hand, is subject to an annual impairment test. This test involves comparing the recoverable amounts of each of the group's operating entities to their corresponding net assets. We identified the assessment of goodwill and other intangible assets as a key area of focus in our audit, given the material significance of these assets in the consolidated balance sheet, the considerable judgment required from management in determining cash flow projections, discount rates, and long-term growth assumptions, as well as the sensitivity of the recoverable amounts to changes in these assumptions.	As part of our audit procedures: - we focused on understanding and evaluating the approach taken by management to assess intangible assets, including a review of the valuation methods and key principles applied in estimating the recoverable amounts of the cash-generating units (CGUs) to which these assets are attributed. - corroborated the existence of indicators of impairment—or evidence suggesting that previously identified impairment indicators were no longer present—for assets other than goodwill, as identified by management as of December 31, 2024; - assessed the compliance of the methodology used by management with applicable accounting standards, particularly in relation to the definition of cash-generating units (CGUs) and the valuation models employed to determine recoverable amounts; - for each CGU, (i) analyzed the appropriateness of the valuation models used, as well as the long-term growth rates and discount rates applied, in light of market practices; and (ii) assessed the consistency of cash flow projections with management's business plans and market outlook; - evaluated the appropriateness of the information disclosed in the notes to the consolidated financial statements, particularly concerning the assumptions applied and the sensitivity analyses conducted.

These assessments are made in the context of our audit of the consolidated financial statements as a whole and in forming our opinion as stated above. We do not express an opinion on any individual component of the consolidated financial statements when considered separately.

Specific Audit Procedures

In compliance with the applicable professional standards in France, we also carried out specific verifications required by legal and regulatory frameworks regarding the information related to the group, as presented in the Board of Directors' management report.

We have no comments to make regarding the fairness or consistency of the information with the consolidated financial statements.

We confirm that the consolidated non-financial performance statement, as required by Article L.225-102-1 of the French Commercial Code, is included in the group's management report. It should be noted that, in accordance with Article L.823-10 of the same code, we have not performed any verification of the accuracy or consistency of the information in this statement with the consolidated financial statements. This information must be subject to a report by an independent third-party organization.

Management's and the Board's Responsibilities for the Consolidated Financial Statements

Management is responsible for preparing consolidated financial statements that present a true and fair view, in accordance with the applicable accounting standards and principles under IFRS, as adopted by the European Union. Management is also responsible for establishing the internal controls it deems necessary to ensure the consolidated financial statements are free from material misstatements, whether due to fraud or error.

In the preparation of the consolidated financial statements, management must assess the company's ability to continue as a going concern, disclose, where necessary, relevant information regarding the going concern assumption, and apply this assumption unless the company plans to liquidate or cease operations.

The consolidated financial statements were approved by the Board of Directors.

Audit of the Consolidated Financial Statements – Auditors' Responsibilities

It is our responsibility to express an opinion on the consolidated financial statements. Our goal is to obtain reasonable assurance that the consolidated financial statements, as a whole, are free from material misstatement. Reasonable assurance provides a high level of confidence, but does not guarantee that an audit conducted in accordance with professional standards will always detect all material misstatements. Misstatements may result from fraud or error and are considered material if it is reasonable to expect that, individually or in the aggregate, they could influence the economic decisions of users relying on these financial statements.

As stated in Article L.821-55 of the French Commercial Code, our role in certifying the financial statements does not extend to guaranteeing the viability or the quality of your company's management.

In conducting an audit in accordance with the professional standards applicable in France, the auditors apply their professional judgment at every stage of the process. Additionally:

- they identify and assess the risks that the consolidated financial statements may contain material misstatements, whether due to fraud or error, define and implement audit procedures in response to these risks, and gather evidence they consider sufficient and appropriate to form their opinion. The risk of failing to detect a material misstatement arising from fraud is higher than that of one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misstatements, or circumvention of internal controls.
- they assess the internal controls relevant to the audit to design appropriate audit procedures, but not with the intention of expressing an opinion on the effectiveness of those controls
- they examine the suitability of the accounting methods chosen and the reasonableness of the accounting estimates provided by management, along with the related disclosures in the consolidated financial statements.
- they evaluate the appropriateness of management's application of the going concern assumption and, based on the evidence gathered, assess whether there exists a significant uncertainty related to events or circumstances that could jeopardize the company's ability to continue as a going concern. This assessment is based on the information available up until the date of the report, with the understanding that subsequent events or circumstances may impact the going concern assumption. If they identify a significant uncertainty, they highlight the relevant disclosures in the consolidated financial statements regarding this uncertainty. If such disclosures are inadequate or missing, they will issue a qualified opinion or a disclaimer of opinion.
- they evaluate the overall presentation of the consolidated financial statements and determine whether they faithfully represent the underlying transactions and events, providing a true and accurate view.
- regarding the financial information of individuals or entities within the consolidation scope, they gather sufficient and appropriate evidence to form an opinion on the consolidated financial statements. Management is responsible for the direction, supervision, and execution of the audit of the consolidated financial statements, as well as for the opinion expressed on these statements.

Paris, April 29th, 2025.

The Statutory Auditors

Excelia Audit
Represented by Karène Zagoury



Soussan & Soussan
Represented by David Soussan



Consolidated Financial statements

THE PRODWARE GROUP

Financial year ended December 31, 2024.

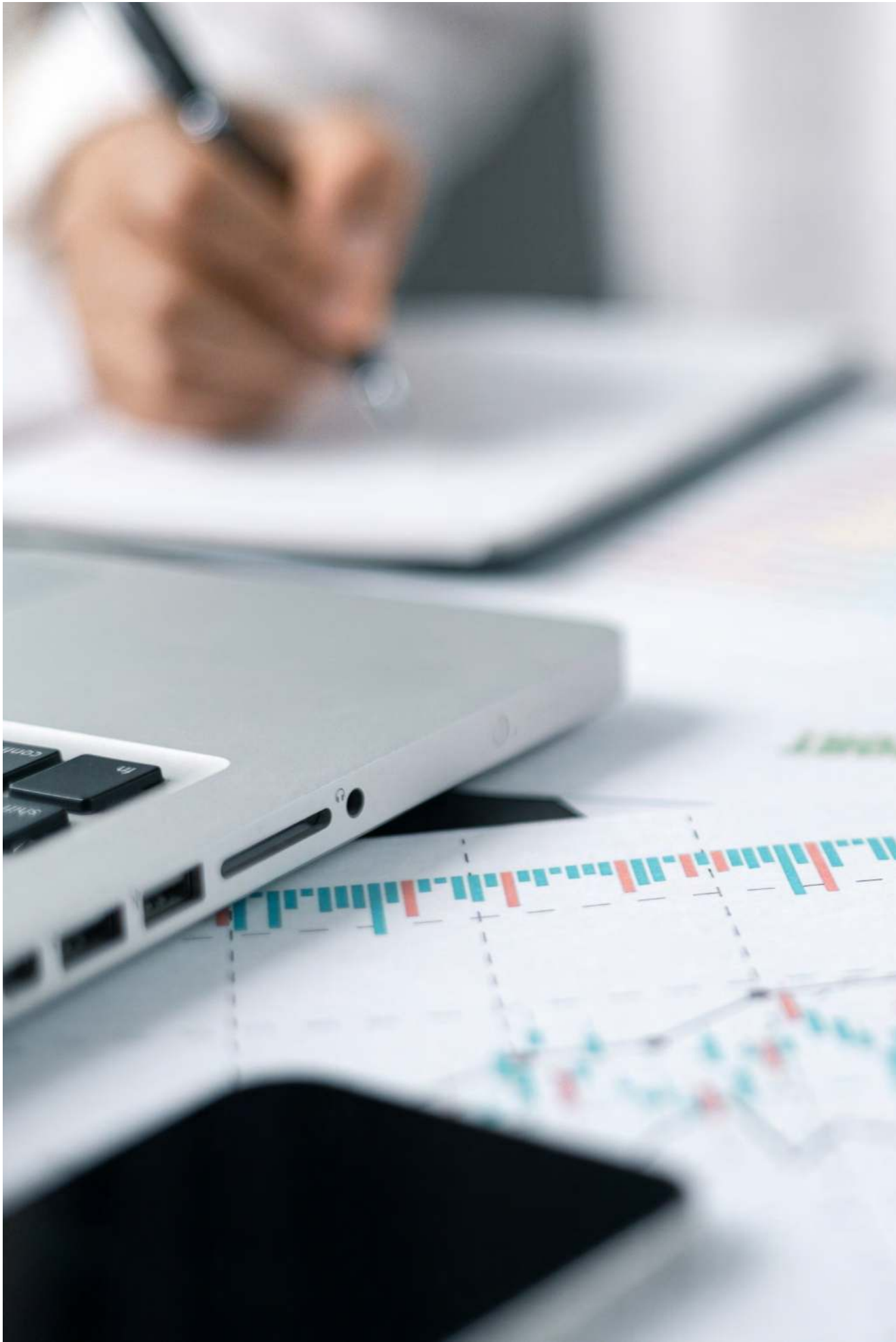


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CONSOLIDATED INCOME STATEMENT

(In thousands of EUR)

		12/31/2024	12/31/2023
Revenue	Note 7	668 734	380 566
Cost of Goods Sold		-484 284	-218 389
External Expenses		-33 035	-24 876
Employee Benefits Expense	Note 8	-73 523	-65 511
Taxes and Duties		-1 112	-1 701
Net Allocations to Depreciation, Impairment, and Provisions		-19 569	-20 275
Other Current Operating Income and Expenses	Note 9	-653	-687
Current Operating Income		56 557	49 128
Other Operating Income and Expenses	Note 10	246	-925
Operating Income		56 804	48 203
Net Cost of Financial Debt	Note 11	-25 458	-15 767
Lease Liabilities	Note 11	-159	-173
Other Financial Income and Expenses	Note 11	-1 172	-4 009
Financial result		-26 789	-19 949
Income Tax	Note 12	290	-52 168
Share of Profits in Affiliate Companies	Note 14	356	211
Net Income from Continuing Operations		30 661	-23 703
Net Income from Discontinued Operations	Note 15	-8 629	
Consolidated Net Income		22 032	-23 703
Non-controlling interests		164	-7
Net Profit – Group Share		22 196	-23 710
Earnings per Share (based on weighted average number of shares) (in euros)	Note 13	4.006	-3.097
Diluted Earnings per Share (in euros)	Note 13	3.191	-3.097

STATEMENT OF NET INCOME AND GAINS AND LOSSES RECOGNIZED DIRECTLY IN EQUITY

(In thousands of EUR)

	12/31/2024	12/31/2023
Net Profit (Group Share)	19 513	-22 446
Non-controlling Interests – Profit	-164	7
Consolidated Net Income	19 349	-22 439
Items not to be reclassified to profit or loss subsequently		
Revaluation Surplus on Property, Plant, and Equipment		
Revaluation Surplus on Intangible Assets		
Actuarial Gains and Losses on Employee Benefits		
Items to be reclassified to profit or loss subsequently	17	-57
Foreign Exchange Differences – Group	17	-57
Change in Fair Value of Available-for-Sale Financial Assets		
Change in Fair Value of Cash Flow Hedge Derivatives		
Tax Effects on Items Directly Recognized in Equity		
Change in Gains and Losses Recognized Directly in Equity	17	-57
Total Net Income and Gains and Losses Recognized Directly in Equity	19 366	-22 496
Of which:		
Group share	19 530	-22 504
Non-Controlling Interest	-164	7

CONSOLIDATED BALANCE SHEET

(In thousands of EUR)

		12/31/2024	12/31/2023
Goodwill	Note 16	121 295	122 995
Intangible Assets	Note 17	218 555	203 005
Lease Assets	Note 17	13 180	9 047
Property, Plant and Equipment	Note 17	4 550	5 514
Financial Assets	Note 18	2 904	2 844
Investments in Affiliated Companies	Note 18	587	631
Deferred Tax Assets	Note 12	4 516	2 308
Non-current assets		365 588	346 344
Inventory and Work in Progress	Note 19	6	6
Trade Receivables and Related Accounts	Note 20	141 708	131 706
Other current assets	Note 20	19 340	18 139
Cash and Cash Equivalents	Note 21	97 117	93 591
Current assets		258 171	243 442
Total assets		623 759	589 786

		12/31/2024	12/31/2023
Capital	Note 22	4 975	4 975
Share Premiums		49 775	49 775
Reserves		22 010	45 703
Net Income (Group Share)		22 196	-23 710
Treasury Shares			
Equity (Group Share)		98 956	76 743
Non-controlling Interests		30	194
Total equity		98 986	76 936
Deferred Tax Liabilities	Note 12	316	
Retirement and Other Employee Benefit Obligations	Note 23	4 593	4 532
Non-current debt	Note 24	288 236	237 922
Non-current lease liabilities	Note 24	8 309	5 130
Non-current liabilities		301 454	247 583
Current Provisions	Note 23	894	551
Current debt	Note 24	19 913	34 093
Current Lease Liabilities		5 133	4 247
Suppliers and Accounts Payable	Note 25	141 627	149 297
Other current liabilities	Note 25	55 753	77 078
Current liabilities		223 319	265 266
Total liabilities		623 759	589 786

CONSOLIDATED CASH FLOW STATEMENT

(In thousands of EUR)

		12/31/2024	12/31/2023
Total Net Income of Consolidated Entities		22 032	-23 703
Exclusion of Share of Profit from MEE Companies	Note 14	-356	-211
Dividends Received from Equity-Accounted Investments	Note 14	400	200
Net Provisions for Depreciation, Impairment, and Provisions		56 769	18 773
Calculated Items Related to Changes in Fair Value		-28	-25
Reversal of Gains or Losses on Asset Sales	Note 10	3 021	-8
Self-Financing Capacity After Financial Debt Costs		81 836	-4 974
Financial Interest Expense	Note 11	25 458	15 767
Tax Expense for the Period, Including Deferred Taxes	Note 12	-1 523	52 168
Self-Financing Capacity Before Financial Costs and Taxes		105 772	62 961
Taxes Paid		-19 761	-25 045
Change in Working Capital (Including Provisions)		-20 244	46 605
NET CASH FLOW FROM OPERATING ACTIVITIES (I)		65 767	84 521
Acquisitions of Fixed Assets	Note 17	-66 344	-37 525
Disposal of Fixed Assets		441	2
Decrease in Other Financial Assets		4	4
Impact of Changes in Scope		-	-84 024
Net Change in Short-Term Investments		7	
Cash Flow from Non-Current Assets Held for Sale and Discontinued Operations			
NET CASH FLOW FROM INVESTMENTS (II)		-65 892	-121 542
Issuances of loans	Note 24	61 923	92 831
Repayments of loans	Note 24	-18 664	-7 268
Including repayments of leased assets (IFRS 16)	Note 24	-7 033	-6 933
Cost of financial debt	Note 11	-24 313	-14 015
Dividends collected/paid from the parent company			
Increase / capital decrease			
Net purchases (sales) of treasury shares			
Net variation in bank borrowings			
NET CASH FLOW GENERATED BY FINANCING ACTIVITIES(III)		18 947	71 548
Currency Exchange Variation on Cash (IV)		2	-7
IMPACT OF EXCHANGE RATE CHANGES (IV)		2	-7
NET CHANGE IN CASH FLOWS (I + II + III + IV)		18 824	34 520
Cash: opening	Note 21	62 461	27 941
Cash: closing	Note 21	81 285	62 461

The capitalized production for the year, totaling €24,508K after accounting for personnel expenses, is incorporated into the €66.3M of acquisitions made during the year.

	12/31/2024	12/31/2023
Inventory and Work-in-progress	6	6
Receivables and Related Accounts	141 708	131 706
Other Current Assets	19 340	18 139
Payables and Related Accounts	141 627	149 297
Other Current Liabilities	55 753	77 078
Working Capital Requirement	-36 326	-76 524

Items (K€)	Var° 24/23
Change in Working Capital Requirement (including provisions)	40 198
Other Changes (including changes in taxes paid)	-19 955
Change in Working Capital in the Cash Flow Statement	20 244

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

(In thousands of EUR)

	Capital	Share Premium	Group Consolidation Reserves	Translation Reserves (Group)	Net Profit (Group)	Treasury Stock	Equity (Group share)	Non-controlling interests
Equity as of 12/31/2022	4 975	49 775	29 944	112	15 703	-	100 510	186
Allocation of Prior Year's Earnings			15 703		-15 703		-	
Dividend Distribution for Prior Year							-	
Capital Changes – Cash and Subscriptions							-	
Items Reclassified to Profit or Loss							-	
Net profit					-23 710		-23 710	7
Other changes and adjustments							-	
Reclassifications							-	
Foreign Exchange and Currency Translation Differences				-57			-57	
Interest Rate Changes							-	
Exit from Scope							-	
Equity as of 12/31/2023	4 975	49 775	45 647	55	-23 710	-	76 743	193
Allocation of Prior Year's Earnings			-23 710		23 710		-	
Dividend Distribution for Prior Year							-	
Capital Changes – Cash and Subscriptions							-	
Items Reclassified to Profit or Loss							-	
Net profit					22 196		22 196	-164
Other changes and adjustments			2				2	
Reclassifications							-	
Foreign Exchange and Currency Translation Differences				17			17	
Interest Rate Changes							-	
Exit from Scope							-	
Equity as of 12/31/2024	4 975	49 775	21 939	72	22 196	-	98 957	30

Notes to the Financial Statement

(The amounts are expressed in thousands of euros, unless otherwise stated.)

PRODWARE SA (the «Company») is a public limited company governed by French law. Its shares are listed on the Euronext Growth segment of NYSE Euronext on the Paris Stock Exchange. The consolidated financial statements as of December 31, 2024, present the financial position of PRODWARE SA and its subsidiaries (referred to as the «Group»), along with the Group's interests in associates and joint ventures. These statements are expressed in thousands of euros or the nearest thousand.

The Board of Directors approved the consolidated financial statements on March 5, 2025, granting authorization for their publication. These accounts will be considered final only after approval by the Annual General Meeting of Shareholders.

Accounting Principles

The consolidated financial statements of PRODWARE SA and its subsidiaries (hereinafter referred to as the «Group») for the fiscal year 2024 have been prepared in accordance with International Financial Reporting Standards (IFRS), as adopted by the European Union. These standards include those approved by the International Accounting Standards Board (IASB), namely IFRS, International Accounting Standards (IAS), and interpretations issued by the International Financial Reporting Interpretations Committee (IFRIC) or the former Standing Interpretations Committee (SIC).

For more information, these standards are available at: https://ec.europa.eu/info/index_fr

All standards and interpretations applied by the PRODWARE SA Group in these financial statements are fully aligned with both European directives and the standards and interpretations endorsed by the European Union.

Unless otherwise noted, these accounting methods have been applied consistently across all periods presented.

New standards and interpretations effective as of January 1, 2024:

The adoption of the new standards, interpretations, and amendments to existing standards had a limited impact on the Group's financial statements:

Text	Heading	Application Date of the IASB B	Application Date EU
Amendment to IFRS 16	Lease Liability Arising from Sale and Leaseback Transactions › Clarifications regarding the subsequent measurement of sale and leaseback transactions, particularly those involving variable lease payments.	01/01/2024	
Amendement to IAS 1	« Non-current Liabilities with Covenants » › Clarification on the covenant that must be tested at the latest by the closing date and its impact on the classification of debt as current or non-current.	01/01/2024	
Amendement to IAS 7 / IFRS 7	Supplier Financing Agreement	01/01/2024	

The Group has not implemented any of the new standards or interpretations mentioned above on an early basis, unless their application is mandatory from January 1, 2024.

Standards and interpretations adopted by the IASB but not yet applicable as of December 31, 2024:

The Group is currently assessing the potential impacts of these new standards and interpretations on its financial statements.

Text	Heading	Application Date of the IASB B	Application Date EU
Amendment to IAS 21	Non-convertibility	01/01/2025	

The consolidated financial statements have been prepared based on the historical cost principle, except for certain asset and liability categories, which are valued in accordance with IFRS requirements. These specific categories are outlined in the subsequent notes.

GENERAL PRINCIPLES OF CONSOLIDATION

1) Consolidation Methods:

a) a) Subsidiaries (controlled companies) are consolidated using the full consolidation method. Control refers to the power to direct the financial and operational policies of a company in order to obtain benefits from its activities, with this power being accompanied by holding more than half of the voting rights. Subsidiaries are consolidated from the date control is transferred to the Group. They are deconsolidated from the date control is no longer exercised. All internal transactions are eliminated during consolidation.

b) Associated companies are entities over which the Group does not exercise control but where it has significant influence, typically represented by a shareholding of between 20% and 50% of the voting rights. Investments in associated companies are accounted for using the equity method and are initially recorded at cost. The Group's share in associated companies includes goodwill (net of any accumulated impairment losses) recognized at the time of acquisition. The Group's share of the post-acquisition results of associates is reflected in the consolidated income statement. If the Group's share of an associate's losses exceeds or equals its interest in that associate, including any unsecured receivables, the Group does not recognize additional losses unless it has incurred an obligation or made payments on behalf of the associate. Unrealized gains on transactions between the Group and its associates are eliminated in proportion to the Group's interest in those associates. Unrealized losses are also eliminated unless, in the case of asset sales, the transaction indicates an impairment loss. Accounting methods of associates have been adjusted where necessary to align them with those adopted by the Group. Dilution gains and losses in associated companies are recognized in the income statement.

2) Reporting date: The entities within the consolidation perimeter are consolidated based on financial statements prepared for the same reporting period as that of the parent company.

3) Mergers & Acquisitions: Mergers and acquisitions are recognized using the acquisition method. When a newly acquired subsidiary is consolidated for the first time, the assets, liabilities, and contingent liabilities of the acquired company are assessed at their fair value in accordance with IFRS guidelines. Any resulting valuation differences are allocated to the respective assets and

liabilities, including those attributed to minority interests, and not just the acquired portion. Any remaining difference between the purchase price and the acquirer's share of the fair value of identifiable assets, liabilities, and contingent liabilities is recorded as goodwill. If, after revaluation, the acquirer's share of the fair value of identifiable assets, liabilities, and contingent liabilities exceeds the purchase cost, the surplus is immediately recognized in the income statement.

4) Non-controlling Interests: They are recognized based on the fair value of the acquired net assets. Sales benefiting minority interests result in gains or losses, which the Group records in the income statement. Acquiring shares from minority interests generates goodwill. This goodwill represents the difference between the price paid and the acquired portion of the carrying value of the net assets.

In a similar treatment to a sale, the issuance of shares reserved for minority interests, without changing the consolidation method, generates a dilution gain, which will be recognized in other income.

5) Translation of Financial Statements in Foreign Currencies: The Group's consolidated financial statements have been prepared in euros. The balance sheets of companies whose functional currency is not the euro are translated into euros at the closing exchange rate, while their income statements and cash flow statements are translated at the average exchange rate for the period.

The resulting translation differences are recorded in equity under the «Translation Differences» heading. Goodwill and fair value adjustments arising from the acquisition of a foreign entity are considered assets and liabilities of the foreign entity. They are therefore expressed in the foreign entity's functional currency and translated at the closing exchange rate.

6) Translation of Transactions in Foreign Currencies: Transactions denominated in foreign currencies are translated at the exchange rate prevailing at the time of the transaction. At the end of the period, monetary assets and liabilities denominated in foreign currencies are translated at the closing exchange rate. The resulting exchange differences are recorded in the income statement (under other financial income and expenses).

EVALUATION METHODS

1) 1) Intangible and Tangible Assets: In accordance with IAS 16 «Property, Plant and Equipment» and IAS 38 «Intangible Assets,» only items for which the cost can be reliably determined and for which it is probable that future economic benefits will flow to the group are recognized as assets. In line with IAS 36 «Impairment of Assets,» when events or changes in market conditions suggest a risk of impairment for intangible and tangible assets, a detailed review is conducted to determine whether their carrying amount is higher than their recoverable amount. The recoverable amount is defined as the higher of fair value (less disposal costs) and value in use. The value in use is determined by discounting the future cash flows expected from the asset's use and its eventual sale. If the recoverable amount is lower than the carrying amount, an impairment loss is recognized for the difference between the two amounts. Impairment losses related to tangible and intangible assets with a defined useful life may be reversed later if the recoverable amount exceeds the carrying amount (up to the amount of the impairment loss initially recognized).

2) Other Intangible Assets: Intangible assets recognized primarily consist of software, which is either acquired or internally developed. Intangible assets are typically amortized on a straightline basis over a period of 8 years. There are no intangible assets for which the lifetime is considered indefinite. All intangible assets (excluding goodwill) are amortized over their estimated lifetime.

Internally developed software is amortized starting from the date the project is «put into service,» over the expected commercialization period of the software. Development costs that do not meet the criteria defined by IAS 38 are expensed as operating costs when incurred. Research costs are recognized as an expense.

3) Tangible Assets: Tangible assets are recognized at their historical acquisition cost for the group, reduced by accumulated depreciation and any impairment losses. Depreciation is generally calculated based on the following standard lifetime:

Fittings, technical installations	10 years
Transportation equipment	4 years
Office and computer equipment	3 years
Furniture	10 years

The depreciation method used by the group is the straight-line method. Assets financed by a lease or long-term rental contract, which essentially transfer all the risks and benefits associated with ownership of the asset to the lessee, are recorded in fixed assets. The residual value is considered in the depreciable amount when it is deemed significant. The various components of a tangible asset are recorded separately when their estimated useful life and thus their depreciation period are significantly different.

4) Goodwill: Goodwill represents the excess of the cost of an acquisition over the fair value of the Group's share in the identifiable net assets of the subsidiary (associate company) at the acquisition date. The goodwill related to the acquisition of associate companies is included in the equity investments. Goodwill recognized separately is subject to an impairment test once a year. The methodology used primarily involves comparing the recoverable values of each of the Group's operating entities with the corresponding net assets (including goodwill). These recoverable values are essentially determined based on updated projections of future operating cash flows and a terminal value. The assumptions regarding changes in revenue and terminal values are reasonable and consistent with available market data for each operating entity as well as their budgets approved by the General Management.

Additional impairment tests are conducted if specific events or circumstances indicate a potential impairment loss. Impairments related to goodwill are not reversible.

5) Non-current Financial Assets: This item includes loans, equity investments that are not consolidated, and security deposits. Loans are accounted for at amortized cost. They may be subject to an impairment provision if there is objective evidence of a loss in value. The impairment, corresponding to the difference between the carrying amount and the recoverable amount, is recognized in profit or loss and is reversible if the recoverable value is expected to improve in the future. At each closing, a review of other financial assets is conducted to assess whether there is objective evidence of a loss in value of these assets. If applicable, an impairment provision is recognized.

6) Inventory: Inventory consists of computer equipment, licenses, and work-in-progress production stocks. Merchandise and license inventories are valued at cost or their net realizable value. Cost is generally calculated using the weighted average cost method. Net realizable value represents the estimated selling price in the ordinary course of business, less the expected costs to complete or make the sale.

Work-in-progress inventory is valued using the percentage-of-completion method. The valuation of work-in-progress is represented by the gross salary plus social charges.

Le stock de production d'en-cours est quant à lui évalué selon la méthode de l'avancement des travaux. La valorisation d'un en-cours est représentée par le salaire brut augmenté des charges sociales.

7) Accounts receivable and other debtors: Trade receivables and other receivables are recognized at their acquisition cost, less any value adjustments. Receivables are subject to an annual individual review, and the impairment recognized depends on the age of the receivable.

8) Treasury Shares: The treasury shares have been canceled in accordance with the IFRS standards.

The proceeds from the sale of treasury shares are recorded directly in equity and do not impact the period's profit or loss.

9) Provisions for pensions, retirement benefits, and other employee benefits: In accordance with the laws and practices of each country in which it operates, the group participates in pension plans. For basic plans and other defined contribution schemes, the group recognizes contributions payable as expenses when due, and no provision is recorded, as the group has no obligation beyond the contributions made.

- › For defined benefit plans, the provisions are calculated using the projected unit credit method. This approach assigns a benefit entitlement to each period of service, and the total obligation is derived by assessing each unit individually. The calculations consider factors such as mortality rates, employee turnover, and projected future salary increases.

10) Hybrid Securities: Some financial instruments contain both a financial liability component and an equity component. This is particularly the case with convertible bonds. The different components of these instruments are recognized in equity and financial liabilities for their respective portions, as defined in IAS 32 – «Financial Instruments: Presentation.» The component classified as a financial liability is valued at the time of issuance. It represents the present value of the contractual future cash flows (including interest and repayment) discounted at the market rate (considering the credit risk at issuance) of a similar instrument with the same terms (maturity, cash flows) but without the conversion or redemption option. The equity component is valued as the difference between the issuance amount and the financial liability component as defined above.

11) Interest-bearing loans: Interest-bearing loans are recognized at their original nominal value, less directly attributable transaction costs. They are subsequently accounted for at amortized cost. The difference between the amortized cost and the repayment value is recognized in profit or loss, based on the effective interest rate over the term of the loans.

12) Deferred taxes: Deferred taxes are calculated on all temporary differences between the taxable base and the consolidated values of assets and liabilities. These include, in particular, the elimination of entries recorded in the individual financial statements of subsidiaries under specific tax options. The variable carryforward rule is applied, and the effects of changes in tax rates are

recognized in equity or in the income statement for the period in which the rate change is decided. Deferred tax assets are recognized on the balance sheet to the extent that it is more likely than not that they will be recovered in future years. Deferred tax assets and liabilities are not discounted. In assessing the group's ability to recover these assets, the following factors are considered:

- › Tax result forecasts for the next five years, based on budgets and plans approved by management.;
- › The portion of exceptional expenses that are not expected to recur in the future, included in past losses.;
- › Tax results from prior years' performance history.

The Group offsets deferred tax assets and liabilities when the entity has a legal right to offset current tax assets and liabilities, and when the deferred tax assets and liabilities are under the same tax authority.

13) Cash and Cash Equivalents: In line with IAS 7 «Statement of Cash Flows,» cash reported in the consolidated cash flow statement includes cash on hand and short-term investments that are easily convertible into a specific amount of cash with minimal risk of changes in value. Investments in listed shares, investments with a maturity longer than three months without an option for early redemption, and bank accounts subject to restrictions are excluded from the cash balance in the cash flow statement. Under IAS 39 «Financial Instruments,» marketable securities are valued at their fair value. No investments are classified as held to maturity. For securities held for trading, changes in fair value are consistently recognized in profit or loss. For cash flow statement purposes, bank overdrafts are shown as part of cash and cash equivalents, presented on a net basis.

14) Revenue: Revenue consists of sales of goods, sales of services produced as part of the group's core activities, and licensing income (net of VAT). It is measured at the fair value of the consideration received or receivable, net of trade discounts or rebates. Revenue is recognized when the company has transferred to the buyer the significant risks and rewards of ownership of the goods. Generally, revenue from the sale of goods and equipment is recognized when there is a formal agreement with the customer, delivery has occurred, the amount of revenue can be reliably measured, and it is probable that the economic benefits associated with the transaction will flow to the group. For revenue related to licenses, software sales, or other software-related income, the group recognizes the revenue upon delivery of the software. For transactions involving services, the group recognizes revenue over the period during which the services are provided, using the percentage-of-completion method.

15) Other non-recurring operating income and expenses : The Group has decided to group under a single heading called «Other non-recurring operating income and expenses» the items (expenses and income) that, due to their nature, frequency, and/or relative importance, do not constitute regular operating items. These income and expenses include:

- › Impairment losses on goodwill, impairment losses, or, where applicable, reversals of impairment losses on intangible assets related to customer portfolios;
- › Share-based payments;
- › Gains and losses from the sale of businesses and consolidated investments;
- › Other unusual and significant items that are not directly related to ongoing operations, including transaction costs.

16) Financing Cost: This includes interest expenses and income on financial debts (including lease liabilities) and total cash (cash, cash equivalents, and marketable securities).

- 17) Operating Segments:** An operating segment is a distinct component of the Group that:
- › engages in activities from which it is likely to generate revenue from ordinary activities and incur expenses;
 - › whose operational results are regularly reviewed by the Chief Executive Officer, the Group's Chief Operating Decision Maker, to make decisions about the allocation of resources to the segment and to assess its performance;
 - › and for which separate financial information is available.

The Chief Executive Officer, responsible for making operational strategic decisions, has been identified as the Group's Chief Operating Decision Maker.

In line with IFRS 8 «Operating Segments,» segment reporting is based on the Group's internal structure. Following the acquisitions of WESTPOLE and Protinus in 2023, the Group has decided to update its operating segments for the 2024 fiscal year (full year) to reflect the new organizational framework.

The operating segments, as defined under IFRS 8, are now:

- › Public Sector (Protinus and WESTPOLE);
- › Software vendor (in-house software development) and Integration of Management solutions.

Sectoral assets are operational resources employed by a segment in carrying out its business activities.

They include allocable goodwill, intangible and tangible assets, as well as current assets used in operational activities.

18) Earnings per Share: Basic earnings per share is calculated by dividing the net income from continuing operations attributable to the Group by the weighted average number of shares outstanding during the period, excluding the weighted average number of treasury shares purchased and held for self-control purposes. Diluted earnings per share is calculated by considering all instruments that provide deferred access to the parent company's capital, whether issued by the parent or its subsidiaries. Dilution is determined on an instrument-by-instrument basis, based on the conditions existing at the closing date and excluding anti-dilutive instruments.

In both cases, funds are accounted for pro rata temporis in the year the dilutive instruments are issued and on the first day of each subsequent year.

19) Financial Risk Management Policy: PRODDWARE SA is not exposed to foreign exchange risk, as nearly 95% of the Group's revenue is generated in euros. As a result, the company does not engage in foreign exchange hedging.

20) Net income from discontinued operations: PRODDWARE SA reports the revenues, expenses, and gain or loss from the sale of discontinued operations separately for the fiscal year. This result is presented net of tax.

21) Research Tax Credit: PRODDWARE SA recognizes the research tax credit as part of operating income when it is not associated with capitalized developments. It is recorded under the Personnel Expenses line (as a reduction in personnel costs). If it is linked to capitalized developments, it is deducted from the development costs.

Key Sources of Uncertainties Regarding Estimates

The preparation of consolidated financial statements in accordance with International Financial Reporting Standards (IFRS) requires the Group to make certain estimates and assumptions that impact the valuation of assets, particularly goodwill, liabilities, and the recognition of potential assets and liabilities at the reporting date. These estimates also affect the recognition of revenues and expenses during the period. Changes in circumstances or the emergence of new information may lead the Group to revise these estimates.

Significant Events of the Fiscal Year

The results reported by Prodware as of December 31, 2024, reflect the successful transformation of the group in just two years.

It is important to note that in the first quarter of 2024, Prodware divested its 'Prodware Innovation Design' business, which was involved in the distribution, integration, and support of computer-aided design (CAD) software, particularly in the fields of architecture, engineering, and construction. Additionally, the Group sold its Private Cloud and telecommunications operations in France and Belgium.

This shift in scale, with a clear focus on the Group's international activities, was accompanied by an adjustment to the Group's business model, centered around a service offering built around its three key brands: Prodware, WESTPOLE, and Protinus.

Prodware's operations are now refocused on Business Applications and related fields (Data/AI/BI, Public Cloud, IT Security services, etc.), while the activities of the WESTPOLE and Protinus groups are concentrated on Public Services, Enterprises, and International Organizations.

As a result of these divestments and the strategic refocusing of its operations, the Group recognized a non-recurring impairment loss on certain software developments. This impairment, amounting to €38.0 million, was recorded under the net result from discontinued operations and contributed to a total loss of €8.6 million for these discontinued activities.

In addition, in February 2024, Prodware SA secured a €50 million revolving credit facility aimed at consolidating its existing short-term credit lines and refinancing €33 million with its historical lenders. An amendment to this agreement was signed in December 2024, adding a further €10 million, of which €7.0 million was also used to refinance existing lines with the same lenders.

Events after the Reporting Period

No events occurred that warrant reporting.

Changes in the Scope of Consolidation

The scope of consolidation for PRODWARE SA changed during the 2024 fiscal year:

- The subsidiary Prodware Services Center Georgia LLC, established in 2023, was consolidated for the first time in 2024.

The scope of consolidation for the year 2024 is as follows:

Company Name	City	Country	Closing Date of Statutory Accounts	% of control	% of ownership	Consolidation mode	Consolidation period
CAP LEASE	Lyon	France	Dec-31	90.00%	90.00%	Full Consolidation	01/01/2024-12/31/2024
CKL Software Gmbh	Hamburg	Germany	Dec-31	50.00%	50.00%	Equity method	01/01/2024-12/31/2024
Prodware Belgium	Enghien	Belgium	Dec-31	100.00%	100.00%	Full Consolidation	01/01/2024-12/31/2024
Prodware Czech Republic	Olomouc	Czech Republic	Dec-31	100.00%	100.00%	Full Consolidation	01/01/2024-12/31/2024
Prodware Deutschland AG	Hamburg	Germany	Dec-31	100.00%	100.00%	Full Consolidation	01/01/2024-12/31/2024
Prodware Eastern Europe	Bucarest	Romania	Dec-31	100.00%	100.00%	Full Consolidation	01/01/2024-12/31/2024
Prodware Georgia	Tbilisi	Georgia	Dec-31	100.00%	100.00%	Full Consolidation	01/01/2024-12/31/2024
Prodware Services Center Georgia LLC	Tbilisi	Georgia	Dec-31	100.00%	100.00%	Full Consolidation	01/01/2024-12/31/2024
Prodware London Limited	London	UK	Dec-31	100.00%	100.00%	Full Consolidation	01/01/2024-12/31/2024
Prodware London SE Limited	London	UK	Dec-31	100.00%	100.00%	Full Consolidation	01/01/2024-12/31/2024
Nerea Luxembourg	Luxembourg	Luxembourg	Dec-31	100.00%	100.00%	Full Consolidation	01/01/2024-12/31/2024
Prodware Morocco	Casablanca	Morocco	Dec-31	66.20%	66.20%	Full Consolidation	01/01/2024-12/31/2024
Prodware Netherlands BV	Zaltbommel	Holland	Dec-31	100.00%	100.00%	Full Consolidation	01/01/2024-12/31/2024
Prodware Retail Competence Center	Madrid	Spain	Dec-31	100.00%	100.00%	Full Consolidation	01/01/2024-12/31/2024
PRODWARE SA	Paris	France	Dec-31	Parent company		Full Consolidation	01/01/2024-12/31/2024
Prodware Spain	Zamudio	Spain	Dec-31	100.00%	100.00%	Full Consolidation	01/01/2024-12/31/2024
Prodware UK Limited	Lancashire	UK	Dec-31	100.00%	100.00%	Full Consolidation	01/01/2024-12/31/2024
WESTPOLE Belgium	Vilvoorde	Belgium	Dec-31	100%	100.00%	Full Consolidation	01/01/2024-12/31/2024
WESTPOLE Luxembourg	Windhorf	Luxembourg	Dec-31	100%	100.00%	Full Consolidation	01/01/2024-12/31/2024
WESTPOLE France	Strasbourg	France	Dec-31	100%	100.00%	Full Consolidation	01/01/2024-12/31/2024
WESTPOLE Italie	Milan	Italy	Dec-31	100%	100.00%	Full Consolidation	01/01/2024-12/31/2024
Palhoma 13	Munich	Germany	Dec-31	100%	100.00%	Full Consolidation	01/01/2024-12/31/2024
Protinus IT BV	Waterveste	Holland	Dec-31	100%	100.00%	Full Consolidation	01/01/2024-12/31/2024
Nut Consulting	Madrid	Spain	Dec-31	100%	100.00%	Full Consolidation	01/01/2024-12/31/2024

Reporting Per Segment

In accordance with IFRS 8 – Operating Segments, the information presented below for each operating segment reflects the data provided to the Group's Chief Operating Decision Maker (the Chief Executive Officer) for the purpose of resource allocation and performance assessment.

Management evaluates the performance of each segment based on:

- › Operating margin, as defined in Note 1.17;
- › Segment assets, defined as the total of goodwill, intangible and tangible fixed assets, investments in associates, trade receivables, and other receivables.

Segment data is prepared using the same accounting principles as those applied in the Group's consolidated financial statements, as described in the accompanying notes.

All inter-segment transactions are conducted on an arm's length basis, under terms and conditions comparable to those applied in transactions with third parties outside the Group.

The tables below provide detailed information for each of the Group's operating segments:

	12/31/2024	Public Sector	Software Vendor (inhouse development) & Integration of Mgmt solutions
Revenue	668 734	473 709	195 025
Operating margin (EBITDA)	77 238	12 000	65 238
Operating income	56 557	9 531	47 026
Operating profit	56 804	9 531	47 272

	12/31/2023	Public Sector	Software Vendor (inhouse development) & Integration of Mgmt solutions
Revenue	380 566	182 606	197 960
Operating margin (EBITDA)	71 104	5 470	65 634
Operating income	49 128	3 393	45 735
Operating profit	48 203	3 393	44 810

Assets (K€)	12/31/2024	Public Sector	Software Vendor (inhouse development) & Integration of Mgmt solutions
Goodwill	121 295	87 584	33 711
Intangible Assets	218 555	98	218 457
Property, Plant and Equipment	4 550	2 019	2 531
Leased Assets	13 180	2 397	10 782
Segment Assets	161 054	116 631	44 423
Other Assets	105 124	40 575	64 549
TOTAL ASSETS	623 759	249 305	374 454

Assets (K€)	12/31/2023	Public Sector	Software Vendor (inhouse development) & Integration of Mgmt solutions
Goodwill	122 995	89 284	33 711
Intangible Assets	203 005	225	202 780
Property, Plant and Equipment	5 514	2 654	2 860
Leased Assets	9 047	3 079	5 968
Segment Assets	149 851	103 996	45 855
Other Assets	99 374	43 069	56 305
TOTAL ASSETS	589 786	242 307	347 479

Revenue

	12/31/2024	12/31/2023	Var°	%
Sales of licenses and hardware	472 127	157 254	314 873	200.2%
Services	151 467	138 555	12 912	9.3%
Maintenance, support, and hosting contracts (SaaS)	55 438	84 757	-29 320	-34.6%
Revenue from divested activities	-10 297	-24 108	13 811	-57.3%
Gross Revenue	668 734	356 458	312 276	87.6%
Revenue adjustment (scope variation).	-474 930	-181 603		
Like-for-like revenue	193 804	197 837	-4 033	-2.0%

Revenue breakdown by region

	12/31/2024	%	12/31/2023	%
Francophone Region*	66 895	10,0%	80 745	21.2%
International	601 839	90,0%	299 822	78.8%
(*) : Including the Maghreb				

Employee Benefits Expense

ITEMS	12/31/2024	12/31/2023
Salaries, wages, and social security contributions	-102 832	-94 173
Retirement Plan Obligations		
Employee Profit-Sharing		
Capitalized Production	24 508	23 862
Research tax credit for the fiscal year	4 800	4 800
TOTAL	-73 523	-65 511

Retirement plan obligations were recognized in 2024 under the «Provisions for depreciation and net reversals» line item.

PRODWARE SA secured a research tax credit of €4.8 million for the fiscal year 2024, the same amount as in 2023.

The expense recognized for the research tax credit and capitalized production corresponds exclusively to payroll costs.

The headcount presented below reflects the figures as of the end of each fiscal year:

Headcount as of:	12/31/2024	12/31/2023
TOTAL	1 420	1 417

Other Income and Expenses (net)

ITEMS	12/31/2024	12/31/2023
Stored production		
Other income and charge transfers	3 932	2 346
Other expenses	-4 586	-3 033
Other current operational income and expenses	-653	-687

Non-Recurring Operating Income and Expenses

The Group consolidates under the heading «Other Non-Recurring Operational Income and Expenses» those items (both income and expenses) that, due to their nature, frequency, or materiality, are not considered part of regular operations.

These income and expenses include:

- › Stock-based compensation payments;
- › Impairment losses on goodwill, intangible assets related to client portfolios, and any subsequent reversals of impairment;
- › Gains and losses from the sale of businesses and consolidated equity interests;
- › Other unusual and material items not directly related to ongoing operations, as well as transaction costs.

This item is broken down as follows:

In K€	12/31/2024	12/31/2023
Proceeds from the sale of tangible and intangible assets	361	2
Net value from the sale of tangible and intangible assets	-384	31
Proceeds from the sale of financial assets		
Net value from the sale of financial assets		
Other non-recurring income (1)	269	-
Other non-recurring expenses		-958
Amortization of "on-premise" intangible assets		
Impairment of goodwill		
Other operational income and expenses	245	-925

(1) : This item reflects the opening balance adjustments (2.4 million euros) for each consolidated subsidiary. Additionally, a tax credit from prior years (2.7 million euros) related to the subsidiary Prodware London SE has been offset under this heading.

Financial Result

ITEMS	12/31/2024	12/31/2023
Interest expenses	-25 458	-15 767
Gross financial debt cost	-25 458	-15 767
Income from receivables and marketable securities		
Income from cash and cash equivalents		
Net financial debt cost	-25 458	-15 767
Finance charges on right-of-use assets	-159	-173
Other financial income and expenses	-1 172	-4 009
Résultat financier	-26 789	-19 949

Income Taxes

Breakdown of Income Tax Expense:

The reconciliation between the theoretical tax expense and the actual recorded tax charge is presented below:

ITEMS	12/31/2024	12/31/2023
Current tax (expense -)	-1 977	-49 981
Deferred tax (income + / expense -)	2 267	-2 186
TOTAL	290	-52 167

ITEMS	12/31/2024	12/31/2023
Profit before tax	29 516	-19 035
Theoretical tax expense (-) or income (+)	-6 146	4 732
Reconciliation:		
Permanent differences (1):	6 526	-55 802
Temporary differences:	-	-
Utilization of previously unrecognized deferred tax assets	1	1
Unrecognized tax loss carryforwards	-2 058	-1 298
Recognized tax loss carryforwards	2 602	-
Foreign exchange differences	-634	
Tax rate difference with the consolidating entity		200
TOTAL	290	-52 167

(1) : This item includes a permanent difference related to the Research Tax Credit (CIR) recognized by Prodware France, amounting to €1 200K in 2024 and €1 200K in 2023.

Breakdown of Deferred Taxes by Nature of Temporary Differences:

	12/31/2024		12/31/2023		Variation
ITEMS	DTA	DTL	DTA.	DTL.	2024/2023
Intangible assets					-
Other assets	269	316	221		48
Provisions and retirement benefit obligations	833		803		30
Other liabilities					-
Tax loss carryforwards	3 415		1 284		2 131
TOTAL	4 517	316	2 307	-	2 209

*The deferred tax assets are assessed based on carryforward tax losses, temporary tax differences, and consolidation-related temporary differences.

As of the closing date, the Group has a carryforward loss available amounting to €163 306K to offset future taxable profits. The carryforward losses for which an asset has been recognized are mostly indefinitely transferable.

Certain deferred tax assets and liabilities have been offset in accordance with the IFRS standards.

Earnings per Share

The calculation of basic and diluted earnings per share attributable to the ordinary shareholders of the parent company is based on the following details:

ITEMS	12/31/2024	12/31/2023
Net Income from Continuing Operations	30 661	-23 703
Number of Shares as of January 1	7 654 251	7 654 251
Number of Shares as of December 31	7 654 251	7 654 251
Weighted Average Number of Shares	7 654 251	7 654 251
Earnings Per Share Based on Weighted Average Number (euros)	4.006	-3.097
Potential Capital from BSA for Managers and Strategic Providers	1 953 300	1 953 300
Total Number of Potential Shares	9 607 551	9 607 551
Diluted Earnings Per Share (euros)	3.191	-3.097

The Group no longer holds any treasury shares as of the close of the 2024 fiscal year.

Share of Profits in Affiliate Companies

The share of profit from associated companies refers to:

- › the share of profit from CKL SOFTWARE which is included using the equity method, represents the following:

The Group received €400K in dividends from CKL SOFTWARE in 2024.

The financial data for CKL SOFTWARE:

- › Revenue: €2 350K
- › Net profit: €664K
- › Shareholders' equity: €1 174K
- › Cash and Cash equivalents: €1 785K

Net Result of Discontinued Operations

In the first quarter of 2024, PRODWARE SA divested its 'Prodware Innovation Design' business, specializing in the distribution, integration, and support of computer-aided design (CAD) software, primarily serving the architecture, engineering, and construction sectors. Additionally, the company sold its Private Cloud and telecommunications operations in both France and Belgium.

As a result of the business divestitures carried out in 2024, the Group recognized a non-recurring impairment on IT system assets that were no longer aligned with the ongoing activities of the Group. This impairment, amounting to €38.0 million, impacted the net result of the divested activities, resulting in a net loss of €8.9 million for these activities.

Goodwill

The Goodwill item is broken down as follows:

ITEMS	TOTAL
Gross Value:	
As of January 1, 2023	35 140
Acquisitions	90 357
Reclassifications as available for sale	
Divestitures	
Other variations and adjustments	
As of December 31, 2023	125 497
Acquisitions	
Reclassifications as available for sale	
Divestitures	
Other variations and adjustments	-1 700
As of December 31, 2024	123 797
Depreciations :	
As of January 1, 2023	2 501
Provision for the year	
Other variations and adjustments	
As of December 31, 2023	2 501
Provision for the year	
Other variations and adjustments	
As of December 31, 2024	2 501
Net book value as of December 31, 2024	121 296
Net book value as of December 31, 2023	122 996

In accordance with IFRS 3R, the Group carried out the purchase price allocation for the two acquisitions completed in 2024. As part of this process, a business software asset was identified and recognized under intangible assets, with a value of €1.5 million.

The recoverable amount of a Cash-Generating Unit (CGU) is determined based on the calculation of its value in use. These calculations rely on projected cash flows derived from budgetary data approved by Management. They are also based on the following assumptions:

- › Cash flows beyond the five-year period are determined using a perpetual growth rate estimated at 1.5% (consistent with the previous year)
- › The discount rate is determined based on the Group's weighted average cost of capital (WACC). The Group has chosen to use a market risk premium of 7.50% to reflect the long-term assumptions applied in the goodwill impairment test.

As a result, the discount rate applied for the 2024 financial year is 9.32%, compared to 9.83% in 2023.

The impairment test for the presented CGUs is conducted on a country-by-country basis:

Country	2024				2023			
	Net value of goodwill	Average annual revenue growth rate from 2025 to 2029	Perpetual growth rate	Weighted Average Cost of Capital (WACC)	Net value of goodwill	Average annual revenue growth rate from 2024 to 2028	Perpetual growth rate	Weighted Average Cost of Capital (WACC)
France	19 002	2.6%	1.50%	9.32%	19 002	2.9%	1.50%	9,83%
Netherlands	84 134	10.3%	1.50%	9.32%	85 334	4.6%	1.50%	9,83%
Belg. / Lux	9 271	4.4%	1.50%	9.32%	9 771	7.4%	1.50%	9,83%
Germany	5 918	4.1%	1.50%	9.32%	5 918	5.2%	1.50%	9,83%
UK	702	8.5%	1.50%	9.32%	702	6.3%	1.50%	9,83%
Spain	2 269	1.3%	1.50%	9.32%	2 269	3.1%	1.50%	9,83%
Total	121 296				122 996			

Sensitivity Analysis of Impairment Tests (in thousands of EUR):

Country	2024			2023		
	Net value of goodwill	WACC + 0.5 points	Zero growth rate	Net value of goodwill	WACC + 0.5 points	Zero growth rate
France	19 002	-9 529	-	19 002	-	-11 276
Netherlands	84 134	-		85 334	-	
Belg. / Lux	9 271	-		9 771	-	
Germany	5 918	-		5 918	-	
UK	702	-		702	-	
Spain	2 269	-		2 269	-	
Total	121 296	-9 529	-	122 996	-	-11 276

Intangible and Tangible Fixed Assets

ITEMS	Software	Other Intangible Assets	Total Intangible Assets	Tangible Fixed Assets	Total Tangible Fixed Assets
Gross value:					
As of January 1, 2023	222 948	52 376	275 323	27 481	27 481
Acquisitions	46 132	1 879	48 011	1 303	1 303
Reclassifications as held for sale			-		-
Reclassifications			-		-
Divestitures			-	-57	-57
Changes in Scope	1 912	8	1 921	11 616	11 616
Other variations	-1 081	-66	-1 147	-4 544	-4 544
Currency translation adjustments	14	0	15	13	13
Change in consolidation method			-		-
As of December 31, 2023	269 925	54 198	324 123	35 811	35 811
Acquisitions	59 618	5 950	65 568	524	524
Reclassifications as held for sale			-		-
Divestitures	-0	-2 660	-2 660	-990	-990
Changes in Scope			-		-
Other variations		1 500	1 500		-
Currency translation adjustments	34	0	35	50	50
Change in consolidation method			-		-
As of December 31, 2024	329 577	58 988	388 565	35 396	35 396

Depreciation and Impairment :					
As of January 1, 2023	103 089	3 433	106 523	24 602	24 602
Changes in scope and adjustments			-		-
Provision for the period or Expense for the period	13 087	2	13 089	1 248	1 248
Reversal for the period			-	-63	-63
Change in scope	1 701	8	1 710	9 030	9 030
Other variations	-221		-221	-4 531	-4 531
Currency translation adjustments	14	0	15	13	13
Sale of contract			-		-
As of December 31, 2023	117 670	3 444	121 115	30 298	30 298
Changes in scope and adjustments			-		-
Provision for the period or Expense for the period	48 371	1 336	49 707	934	934
Reversal for the period		-847	-847	-433	-433
Change in scope			-		-
Other variations			-		-
Currency translation adjustments	34	0	34	47	47
Sale of contract			-		-
As of December 31, 2024	166 075	3 933	170 010	30 846	30 846
Net book value as of December 31, 2024	163 501	55 055	218 555	4 549	4 549
Net book value as of December 31, 2023	152 255	50 754	203 008	5 513	5 513

The 'Software' item primarily includes the capitalization of development costs for internally developed software.

ITEMS	Right of use of real estate assets	Right of use of transportation equipment	Right of use of IT equipment	Right of use of other tangible assets	Total rights of use
Gross value:					
As of January 1, 2023	7 812	3 527	9 389	-3	20 725
Acquisitions	3 270	2 207			5 477
Reclassifications as held for sale					-
Reclassifications					-
Divestitures					-
Changes in Scope	4 721	2 886	1 373		8 980
Other variations	-1 110	-1 516	-7 472		-10 098
Currency translation adjustments	2	0	0	-0	3
Change in consolidation method					-
As of December 31, 2023	14 695	7 105	3 290	-3	25 087
Acquisitions					-
Reclassifications as held for sale					-
Divestitures	-4 676	-2 859	-2 498		-10 034
Changes in Scope					-
Other variations	24	4			28
Currency translation adjustments	8	0	0	-0	8
Change in consolidation method	5 900	2 624	5 318		13 843
As of December 31, 2024	15 951	6 875	6 111	-3	28 932

Depreciation & Impairment:					
As of January 1, 2023	2 818	1 925	5 707	-2	10 448
Changes in scope and adjustments					-
Provision for the period or Expense for the period	3 394	1 872	1 665		6 931
Reversal for the period					-
Change in scope	3 153	1 404	653		5 209
Other variations	-1 028	-1 447	-4 073		-6 548
Currency translation adjustments	0	-0	-0	0	-0
Sale of contract					-
As of December 31, 2023	8 336	3 754	3 952	-2	16 040
Changes in scope and adjustments					-
Provision for the period or Expense for the period	3 258	1 997	1 738		6 993
Reversal for the period					-
Change in scope					-
Other variations					-
Currency translation adjustments	1	1	-0	-0	2
Sale of contract	-2 737	-2 689	-1 856		-7 282
As of December 31, 2024	8 857	3 063	3 835	-2	15 753
		-			
Montant net comptable au 31 décembre 2024	7 094	3 812	2 276	-0	13 180
Montant net comptable au 31 décembre 2023	6 360	3 351	-662	-0	9 047

Non-Current Financial Assets

The changes in financial assets are analyzed as follows:

ITEMS	Gross Value	Loss in Value	Net Value
Gross Value:			
As of January 1, 2023	3 241		3 241
Increase	185		185
Change in Scope of Consolidation	42		42
Change in the net position of equity-accounted entities	12		12
Decrease	-5		-5
Reclassification			-
Foreign currency translation adjustment			-
As of December 31, 2023	3 475	-	3 475
Increase	289		289
Change in Scope of Consolidation	-231		-231
Change in the net position of equity-accounted entities	-44		-44
Decrease			-
Reclassification			-
Foreign currency translation adjustment	2		2
As of December 31, 2024	3 491	-	3 491

ITEMS	12/31/2024	12/31/2023
Security deposits	1 086	1 025
Net carrying amount of non-consolidated equity investments		
Holdings in associated companies	575	619
Loans	1 830	1 830
TOTAL	3 491	3 475

PRODWARE SA holds the following minority interests, which are not consolidated due to the absence of control or significant influence over the respective entities.

- › A 5% equity interest in Oteara, held via our Spanish subsidiary, PRODWARE SPAIN

PRODWARE SA holds, both directly and indirectly, the following investments accounted for using the equity method:

- › 50% of the share capital of CKL Software GmbH

Inventory

ITEMS	12/31/2024	12/31/2023
Work in progress inventory		
Inventory of materials and software	6	6
Total of historical cost:	6	6
Depreciation:		
As of January 1, 2023:		
Provision for the year		
Reversal for the year		
As of December 31, 2023:		
TOTAL	6	6

Trade Receivables and Other Debtors

ITEMS	12/31/2024	12/31/2023
Accounts receivable	145 203	134 785
Provisions for doubtful accounts	-3 494	-3 079
Net accounts receivable	141 709	131 706
Other net receivables	15 681	14 480
Prepaid expenses	3 659	3 659
TOTAL	161 048	149 845

A provision for impairment has been recognized for amounts deemed irrecoverable, totaling €3.494 million. This provision was determined based on the factors identified at the year-end. The net amount recorded for receivables corresponds to their fair value.

The Group's credit risk is primarily related to its accounts receivable. The amounts presented in the balance sheet are net of provisions for impairment. An impairment is recognized when there is an identified event of credit risk that, based on past experience, provides sufficient evidence of a reduction in the recoverable amount of the receivable.

The analysis of impaired assets is as follows:

ITEMS (In K€)	
Impairment Provisions as of December 31, 2022	2 746
Scope changes	55
New impairments	643
Reversals of impairments, including impairments used	-424
Currency translation adjustments	3
Reclassifications and adjustments	56
Impairment Provisions as of December 31, 2023	3 079
Scope changes	
New impairments	714
Reversals of impairments, including impairments used	-299
Currency translation adjustments	-1
Reclassifications and adjustments	
Provisions for Impairment of Receivables as of December 31, 2024	3 493

The other current receivables change as follows:

ITEMS	12/31/2024	Up to 1 year	From 1 to 5 years	12/31/2023	Up to 1 year	From 1 to 5 years
Other net receivables	15 681	15 681		14 480	14 480	
Prepaid expenses	3 659	3 659		3 659	3 659	
TOTAL	19 340	19 340	-	18 139	18 139	-

Included in the «Other net receivables» category is the tax receivable related to the 2024 research tax credit, amounting to €4.8 million.

Cash and Cash Equivalents

The «Cash Equivalents» item is entirely composed of cash equivalents and available cash as of December 31, 2024, and has evolved as follows:

ITEMS	12/31/2024	12/31/2023
Cash equivalents	2 773	2 767
Available Cash	94 343	90 824
TOTAL	97 117	93 591

Cash and bank balances include assets held in bank deposit accounts with maturities of less than three months.

Cash and cash equivalents presented in the statement of cash flows are defined as detailed in the table below.

ITEMS	12/31/2024	12/31/2023
Cash and cash equivalents available	94 343	90 824
Bank overdrafts and similar short-term borrowings (Note 24)	-13 058	-28 363
Opening reclassification		
Net cash position in the cash flow statement	81 285	62 461

Credit Risk:

The Group's main financial assets are bank accounts and cash, trade receivables, and other receivables.

Credit risk on cash assets is limited, as counterparties are banks with high credit ratings assigned by international rating agencies. The Group does not have any significant concentration of credit risk, due to its broad exposure across a wide range of market participants.

Share Capital

The number of shares that may be issued is detailed in Note 13.

ITEMS	12/31/2024	12/31/2023
Authorized share capital (in thousands of euros)	4 975	4 975
Number of ordinary shares with a nominal value of €0.65	7 654 251	7 654 251
Subscribed, called-up, and paid-up capital		
At the beginning of the fiscal year:	7 654 251	7 654 251
Issued and/or cancelled shares	-	-
At the end of the fiscal year:	7 654 251	7 654 251

Current and Non-Current Provisions

ITEMS	Retirement and similar commitments	Current Provisions	Total Provisions
Opening balance	4 532	551	5 083
Provision for the period	90	567	657
Reversal	-21	-232	-254
Other changes		0	0
Exchange difference			-
Changes in scope			-
Closing balance	4 601	886	5 486

The provision for risks relates to labor and commercial disputes intended to cover risks that, due to events that have occurred or are ongoing, are deemed probable, clearly defined in terms of their nature, but whose realization, timing, or amount remain uncertain.

When additional benefits granted to employees result in a future obligation for the Group, a provision for retirement benefits is calculated using an actuarial valuation method as described in paragraph 1.9.

The provisions recorded in the balance sheet correspond to the net obligation for retirement benefits (including social charges).

The main assumptions used for the actuarial valuations of the plans are as follows:

RUBRIQUES	31/12/2024	31/12/2023
Taux d'actualisation	3,20%	3,90%
Augmentation annuelle des salaires	2,20%	2,20%

Turnover is determined based on the employee's age.

Financial Liabilities

The changes in current and non-current financial liabilities are as follows:

In K€	12/31/2023	Scope Var°	Exchange rate difference	Increases	Other variations	Decreases	12/31/2024
Non-current debt	237 923	-	-	61 923	-	-11 610	288 236
Simple bank and bond loans	237 923			61 923		-11 610	288 236
Current debt	34 092	-	-	25 261	-	-39 441	19 913
Accrued interest on loans	5 713			1 142			6 855
Bank overdrafts	28 380			24 119		-39 441	13 058
TOTAL	272 015	-	-	87 185	-	-51 051	308 149

In K€	12/31/2024	Up to 1 year	From 1 to 5 years	More than 5 years
Non-current debt	288 236	483	483	287 270
Simple bank and bond loans	288 236	483	483	287 270
Current debt	19 913	19 913	-	-
Accrued interest on loans	6 855	6 855		
Bank overdrafts	13 058	13 058		
TOTAL	308 149	20 396	483	287 270

In K€	Lease liabilities as of 12/31/2023	Scope Var°	Foreign exchange difference	New contracts	Other variations	Termination of contracts	Statement of Cash Flows) repayments	Lease liabilities as of 12/31/2024	Non-current lease liabilities	Current lease liabilities
Dettes de locations	9 376		7	13 870		-2 780	-7 033	13 441	5 133	8 309

The discount rates applied under IFRS 16 are as follows:

- › Property leases : 1.5 %
- › Vehicle rentals: 0.7%
- › Leasing of computer equipment: 1%.

The Group considers that the value of financial liabilities, excluding bank loans, recorded on the balance sheet provides a reasonable approximation of their fair value.

Overdrafts are subject to variable rates, which exposes the Group to the risk of rate fluctuations.

Bank overdrafts are payable upon the bank's request.

Liquidity Risks

The Group's objective is to maintain a balance between ongoing financing and flexibility by using bank overdrafts, bank loans, and bond borrowings.

Financial Covenants

The financing agreements entered into by Prodware France include a financial covenant (leverage ratio: consolidated net debt to consolidated EBITDA < 3.25), which was met as of December 31, 2024.

Interest Rate Risk

The Group's unitranche financing debt is subscribed at variable interest rates, and no interest rate hedging instruments have been put in place. As of the reporting date, the outstanding amount indexed to Euribor stands at €283 million.

Foreign Exchange Risk

Given the small proportion of revenue generated in foreign currencies, the Group has very limited exposure to foreign exchange risk.

Other Current Liabilities

ITEMS	12/31/2024	Up to 1 year	More than 1 year	12/31/2023	Up to 1 year	More than 1 year
Trade payables and related accounts	141 627	141 627		149 297	149 297	
Current accounts with shareholders	1 460	1 460		1 162	1 162	
Tax payables	20 748	20 748		21 808	21 808	
Social security and employee-related payables	14 957	14 957		14 963	14 963	
Other liabilities, including deferred revenue	18 588	6 588	12 000	39 144	26 924	12 220
TOTAL	197 380	185 380	12 000	226 374	214 154	12 220

'Other liabilities' maturing in more than one year primarily correspond to the Protinus purchase price adjustment.

Transactions with Related Parties and Executive Compensation

The parent company presenting the financial statements is the ultimate controlling entity of the Group. Transactions between the Company and its subsidiaries, as related parties of the Group, are eliminated upon consolidation and are not disclosed in the notes to the financial statements.

Transactions between the Group and the companies fully consolidated are primarily:

- › the purchase/sale of merchandise;
- › services;
- › financial interest expenses and income on current accounts

These transactions have been removed in the consolidation process.

The costs related to the compensation and benefits provided to executive officers are detailed as follows:

	12/31/2024	12/31/2023
Number of individuals	4	4
Base salary and fees	967 130	1 144 071
Short-term compensation		
Severance benefits		
Equity-based compensation		
TOTAL	967 130	1 144 071

Mr. Alain Conrard is entitled to a severance package equal to two years of gross salary at the time of his departure, as per the resolutions passed by the board of directors in 2003.

Share-based Payment Plans-Stock Options or Share Acquisition Plans

The Group has granted stock subscription warrants to its employees and executive officers. The applicable rules may vary depending on the warrants. The exercise period differs based on the beneficiaries. Regardless of the exercise period, the warrants cannot be exercised more than five years after the grant date. When an option is exercised, settlement is made exclusively in the form of shares.

The plans governed by IFRS 2, along with the changes in the number of options that lead to the recognition of an expense, are outlined below:

Issue Date	Nature of Securities	Number of Securities issued	Parity	Maximum number of potential shares at the end of the period	Subscription price of the issued security	Exercise price including the subscription price	Method of determining the fair value of the underlying asset	Amount of the expense recognized under IFRS 2 for prior periods (K€)	Amount of the expense recognized under IFRS 2 for the period (K€)	Potential amount of the expense under IFRS 2 for future periods (K€)	Maximum due date
March 2016	BSAANE	562 000	1 warrant for 1 share	536 000	0,25	8,10	Average price of the last 20 days prior to the grant date				March 2026
April 2017	BSAANE	510 000		510 000			Average price of the last 20 days prior to the grant date	-			April 2027
June 2017	BSAANE	560 000		560 000			Average price of the last 20 days prior to the grant date	-			June 2027
October 2018	BSAANE	347 300		347 300	0,23	13,19	Average price of the last 20 days prior to the grant date		-		October 2028
				1 953 300				-	-	-	

Commitments Entered Into or Accepted

Off-balance sheet commitments given related to the group's scope	Main characteristics (nature, date, counterparty, etc.) (a)	12/31/2024 Amount (K€) (b)	12/31/2023 Amount (K€) (b)
Commitments to take equity stakes.	Guarantees given to financial institutions	99 419	118 767
Commitments received	Collateral received in connection with a loan	None	None
Financial instruments entered into for the receipt or delivery of a non-financial item (own use contract).		None	None
Commitments related to business development	Pledge of business assets (1)	301 200	241 200
	Pledge of the Prodware trademark (1)	None	None
Tax commitments	Commitments given to tax authorities (2)	-	18 751
(1) : Financial institutions (2) : Registration as a precautionary measure.			

› Other Commitments

Other Commitments		12/31/2024 Amount (K€)	12/31/2023 Amount (K€)
Joint and several guarantee on loan	Security pledge	5 352	-
Pledge of receivable(s)		6 500	

Auditors' Fees

	Soussan & Soussan		EXCELIA AUDIT		Others	
	Amount (excl. Tax)		Amount (excl. Tax)		Amount (excl. Tax)	
In K€	2024	2023	2024	2023	2024	2023
Statutory audit: certification and review of individual and consolidated financial statements						
• Issuer	225	220	285	280		
• Globally consolidated subsidiaries					321	269
Fees related to the certification of sustainability information						
• Issuer	13					
• Globally consolidated subsidiaries						
Other audit-related services directly linked to the statutory auditor's engagement						
• Issuer	5	5	5	5		
• Globally consolidated subsidiaries						
Subtotal (1)	243	225	290	285	321	269
Other services provided by the networks to the globally consolidated subsidiaries						
Legal, tax, social						
Other (to be specified if > 10% of audit fees)						
Subtotal (2)	-	-				
TOTAL (1) + (2)	243	225	290	285	321	269

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