

DRAFT

ANNUAL REPORT 2023

Icecat N.V.
at Nieuwegein

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REPORT OF THE ACCOUNTANT

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To the board of directors of
Icecat N.V.
Joop Geesinkweg 125
1114 AB Amsterdam

Referentie: <Referentie >/dhgazw

Rotterdam, April 30, 2024

Dear Mr. Hoogeveen,

Herewith we report in draft on the financial statements of Icecat N.V. regarding the financial year 2023.

1 NO OPINION INCLUDED

Because our activities of the provided engagement have not yet been completed, we mention, under the current Verordening Gedragscode, that we are not allowed to include a statement in this draft report.

2 GENERAL

2.1 Board composition

On December 31, 2023 the board of directors is formed by:

- Mr. M.J. Hoogeveen
- Mr. E.T. Altinok

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FINANCIAL REPORT

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Management Board Report

During 2023, the annual revenues of Icecat continued to expand at a steady pace. The operational margin and profit developed nicely in line with previous years.

We continued with our general strategy to focus on expanding our global footprint, continued fast-growth and operational excellence to optimize but not yet maximize profitability. Our cash is used to finance further acquisitions in the consolidating Product Information Management & Syndication (PIMS) market.

During 2023, Icecat was able to expand both its international and local business in The Netherlands. Icecat expanded its product data activities in the Fashion, Toys & Entertainment, Health & Beauty, Do It Yourself and FMCG verticals. Further, Icecat continued to win PIMS deals, in which it successfully deployed its PIMS cloud solutions.

Icecat Capital

Icecat Capital is the fund to participate in (un-)related SaaS/Cloud startups or scaleups.

In 2023, we participated in a financing round of NPEx (see <https://www.npex.nl/2023/03/24/icecat-capital-investeert-in-npex-b-v-als-nieuwe-aandeelhouder-in-financieringsronde-van-e2-miljoen/>).

We continue to analyze and discuss other new investment opportunities.

Non-financial KPIs

The key processes in Icecat's product data workflow are monitored through non-financial KPIs (Key Performance Indicators). The monthly active e-commerce platforms, actively using Icecat, expanded by 8%. We saw the use of Icecat data expand by 36% to a staggering 16 billion product data-sheet downloads. The production of product data-sheets expanded by 10%. Further, the use of Product Stories through Icecat LIVE, expanded by 27%.

	2023	Y-o-Y
Product Data-Sheet Downloads	16 bio	+36%
Product Data-Sheet Production	2.8 mio	+10%
Monthly active e-commerce platforms	2,952	+8%
Total number of Product Data-sheets	14.8 mio	+18%
Product Story (LIVE) downloads	609 mio	+27%

Innovation roadmap

The tech innovation of Icecat, and its daughter companies Iceshop and Syndy, have been focused during 2023 on further improving its PIMS cloud services for manufacturer and merchant clients, integrations with Amazon and Google for clients, and improving the free Vendor Central service for retail clients. Worth mentioning are the development of AI capabilities, and Icecat Studio for managing branded Product Stories.

We formulated our 2023 roadmap here: <https://iceclog.com/icecat-service-roadmap-2023/>.

Icecat continues to qualify for Dutch R&D subsidies (Dutch: "WBSO") and the related profit tax break, i.e., the so-called innovation box (Dutch: "innovatiebox").

Sustainable buying decisions

It's Icecat's core mission to provide data to help consumers and professionals making

sustainable buying decisions. Research has shown that the presence of sustainability labels in product data-sheets strongly influences buying decisions.

Internally, Icecat's fleet of lease cars mainly consists of Full Electrical Vehicle (FEVs). Furthermore, the solar panels on the rooftop of the Dutch Nieuwegein office of Icecat take care of the energy needs in that office including recharging cars. Also, the main hosting company we use for co-locating our servers are run by a company that is climate neutral.

Icecat's outsourced operational and technical activities provide decent work to remote editors, developers and operational staff, providing stable income to families in sometimes turbulent regions. Continuous innovation and productivity gains keep the high-skilled jobs interesting.

Changes in competition

In its core-vertical of product data for tech products, Icecat experiences that its free Open Icecat model continues to be very successful. We see that changes in competition and the expansion of our online footprint translated into the rapid increase in spontaneous sign-ups from brands, retailers and online platforms that want to use Icecat.

Outlook

We expect the business to expand with double digits in the coming year, roughly at a similar pace as during the past years. We expect to grow profitably, and expect to discover new opportunities for inorganic growth or participation in scaleups.

Structure

To simplify the group structure, we merged two 100% daughter companies of the group: Icecat Nederland B.V. and Syndy B.V. merged into Icecat Syndy B.V. During 2024, we will simplify further by concentrating our PIMS (software) activities further by including Iceshop B.V. as well in the aforementioned merger.

Icecat Depository Receipts (DRs)

The Icecat share price ended in 2023 at €8.02 (2022: €10.44).

The financial calendar is maintained here: <https://iceclog.com/financial-calendar-icecat-n-v/>.

External Auditor

The external auditor remains HLB Den Hartog Accountants and Consultants B.V., represented by register accountant, Steven ten Hagen.

Board

There were no changes in the statutory management board.

The shareholding of CEO Martijn Hoogeveen through iMerge B.V: in addition to ordinary shares, iMerge had a holding of 328,401 DRs (Depository Receipts of Icecat shares) at the end of 2023 (2022: 328,650 DRs).

Icecat still has a one-tier board, for efficiency reasons, whereby the independent managing director of the trust office (Stichting Administratiekantoor Icecat) represents the interests of the investors in DRs in shareholder meetings, the shareholder meeting has a supervisory function, and Icecat board members do not participate in decision making or voting in case of a conflict of interest.

The following changes took place in the non-statutory board: Peter Sol stepped down as *chief commercial officer* (CCO) per end 2023 and is replaced by co-MD Emre Tan. Sasha Velychko started during 2023 as *chief innovation officer*, overseeing the development of Icecat Studio.

Of the eight members, five are non-native Dutch, one is female. The appointment policy is purely meritocratic.

Business Risks post-COVID-19 effects

During 2023, we left the COVID-19 crisis further behind us, and noticed a continued cooldown of the e-commerce markets. On the other hand, our retail clients were fully recovering from lockdowns, and saw a recovery of demand.

Regarding business risks, 2023 brought a still higher than average inflation, and a EU economy that is close to a standstill. The expansion and consolidation in the e-commerce market is still ongoing, whereby global platforms like Amazon and Alibaba are increasingly dominant. Marketplaces, intermediaries through which retailers offer their goods to consumers, are becoming more important for major ecommerce players like Amazon, BOL, Zalando, Alibaba and others.

The general economic conditions during 2023 were not unfavorable, because of a bounce-back from, the COVID-19 crisis. However, the war in Ukraine created uncertainty and certain levels of threat for our local staff.

The inclusion of multiple PIMS solutions in the portfolio of Icecat pays off, as it led to better integrations of product content into the ecosystems of major clients. Nevertheless, there are many players on the PIMS market, and every high-end client has complex and changing requirements, which can be difficult to meet. In the PIMS market it's important to develop a strong and competitive brand. At the same time, many PIMS players are (potential) partners for Icecat.

The adoption of new or updated (EU) legal frameworks for copyrights in the digital age might continue to have some impact on the way that Icecat is organizing and operating its content syndication processes. Icecat didn't face any legal challenges during this year in this respect, but is closely monitoring changes in the legal environment. GDPR compliance had, apart from updating terms and conditions, a limited impact as Icecat is hardly exposed to the data of private persons, and already operates secure databases in its self-managed hosting facility.

Due to the tight labor market for staff with digital competences, Icecat might not always be able to quickly fill its job positions. Nevertheless, the COVID-19 crisis seems to have eased the labor market somewhat.

The tax ruling for the innovation box ended in 2017, and although Icecat had asked for a new ruling, it doesn't seem to be a priority for the tax authority to provide new innovation box rulings. It might be that, eventually, in a new ruling a different application of the innovation box is agreed upon, which might lead to a somewhat higher or lower profit tax (Dutch "vpb").

Amsterdam, April 30, 2024,

Martijn J. Hoogeveen
Emre Tan Altinok

Board of Icecat

CONSOLIDATED ANNUAL ACCOUNTS 2023

Consolidated balance sheet as at December 31, 2023

Consolidated profit & loss account for the year 2023

Consolidated cash flow statement for the year 2023

Notes to the consolidated financial statements

Notes to the consolidated balance sheet as of December 31, 2023

Notes to the consolidated profit & loss account for the year 2023

Other disclosures

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1 CONSOLIDATED BALANCE SHEET AS AT DECEMBER 31, 2023

(after appropriation of result)

	December 31, 2023		December 31, 2022	
	€	€	€	€
ASSETS				
FIXED ASSETS				
Intangible fixed assets	(1)			
Customer portfolio		3,361,846		3,361,846
Tangible fixed assets	(2)			
Renovation buildings		58,750		64,935
ICT hardware and other equipment		233,073		321,852
		<u>291,823</u>		<u>386,787</u>
Financial fixed assets	(3)			
Participations in group companies		4,716,160		4,668,197
Participations in affiliated companies		9,669,142		11,208,126
Right-to-use lease		181,305		283,334
Deferred tax		178,820		275,442
Other receivables		208,657		223,657
		<u>14,954,084</u>		<u>16,658,756</u>
NON-CURRENT ASSETS		<u>18,607,753</u>		<u>20,407,389</u>
CURRENT ASSETS				
Receivables, prepayments and accrued income	(4)			
Trade debtors		2,700,985		2,540,728
Receivables from group companies		1,656		-
Taxes and social security premiums		-		162,361
Other receivables and accrued assets		428,292		350,715
		<u>3,130,933</u>		<u>3,053,804</u>
Securities	(5)	867,377		4,845,005
Cash and cash equivalents	(6)	25,156,368		18,812,545
TOTAL OF ASSETS		<u>47,762,431</u>		<u>47,118,743</u>

	December 31, 2023		December 31, 2022	
	€	€	€	€
LIABILITIES				
GROUP EQUITY	(7)	41,236,742		41,717,392
NON-CURRENT LIABILITIES				
Lease liabilities		82,006		125,870
CURRENT LIABILITIES	(8)			
Trade creditors		235,895		132,502
Liabilities to other related parties		1,051		525
Taxes and social security premiums		845,673		271,072
Other liabilities and Accruals and deferred income		5,361,064		4,871,382
		<u>6,443,683</u>		<u>5,275,481</u>
TOTAL OF EQUITY AND LIABILITIES		<u><u>47,762,431</u></u>		<u><u>47,118,743</u></u>

2 CONSOLIDATED PROFIT & LOSS ACCOUNT FOR THE YEAR 2023

		2023		2022	
		€	€	€	€
Net turnover	(9,10)	13,788,246		11,969,520	
Cost of sales		<u>271,312</u>		<u>191,751</u>	
Gross margin			13,516,934		11,777,769
Expenses work contracted out and other external expenses	(11)	101,745		182,573	
Personnel expenses	(12)	3,758,723		3,654,317	
Amortisation and depreciation	(13)	141,638		131,475	
Other operating expenses	(14)	<u>6,770,065</u>		<u>5,363,354</u>	
			10,772,171		9,331,719
Operating result			2,744,763		2,446,050
Financial income and expenses			-2,172,744		-224,070
Taxes	(15)		<u>-498,774</u>		<u>-322,618</u>
			73,245		1,899,362
Result participating interests			-12,351		-
Result after tax			<u>60,894</u>		<u>1,899,362</u>

3 CONSOLIDATED CASH FLOW STATEMENT 2023

The cash flow statement has been prepared using the indirect method.

	2023		2022	
	€	€	€	€
Cash flow from operating activities				
Operating result	2,744,763		2,446,050	
Adjustments for:				
Amortisation and depreciation	141,684		140,452	
Movement of working capital:				
Movement of accounts receivable	-77,129		9,018,343	
Movement of short-term liabilities (excluding finance company debt)	1,168,202		-10,160,696	
Cash flow from operating activities		3,977,520		1,444,149
Interest received	20,279		92,882	
Interest paid	7,509		-112,236	
Corporate income tax	-498,774		-150,912	
Income of non-current receivables and of securities	2,833		-	
Changes in value of financial assets and of securities	-2,203,365		-205,072	
Miscellaneous results participating interests	1,562,924		-	
		-1,108,594		-375,338
Cash flow from operating activities		2,868,926		1,068,811
Cash flow from investing activities				
Balance to be itemized tangible fixed assets	1		-30,514	
Balance to be itemized financial fixed assets	-		557,673	
Investments in tangible fixed assets	-46,936		-166,485	
Investments in participating interests	-4,859,650		-	
Investments in other related parties	-669,000		-3,100,000	
Disposal of intangible fixed assets	215		30,513	
Disposal other participating interests	2,108,126		-	
Cash flow from investing activities		-3,467,244		-2,708,813

	2023		2022	
	€	€	€	€
Cash flow from financing activities				
Increase in deferred tax assets	-		-147,691	
Decrease in receivable group companies	-		1,120,634	
Decrease in receivable shareholders and associates	102,029		-	
Decrease other securities	96,622		-	
Decrease other receivables	15,000		56,895	
Movement of share capital	-		-108,826	
Movement of share premium reserve	-541,542		-3,272,097	
Dividend to be paid	-		-4,005,575	
Balance of debts to credit institutions to be itemized	-6,080		-72,363	
Movement of intercompany debt	-8,102,500		-	
Cash flow from financing activities		-8,436,471		-6,429,023
Cash flow from financing activities				
Financing activities		-		-
		<u>-9,034,789</u>		<u>-8,069,025</u>
Compilation cash				
			2023	2022
			€	€
Compilation cash at January 1			18,812,545	30,018,814
Securities on January 1			4,845,005	-
			<u>23,657,550</u>	<u>30,018,814</u>
Movement of cash and cash equivalents			6,343,823	-11,206,269
Movement of securities			-3,977,628	4,845,005
			<u>2,366,195</u>	<u>-6,361,264</u>
Cash and cash equivalents at December 31			<u>26,023,745</u>	<u>23,657,550</u>

	Cash and cash equivalents	Securities	Total
	€	€	€
Compilation cash			
Compilation cash at January 1, 2022	30,018,814	-	30,018,814
Movement 2022	-11,206,269	4,845,005	-6,361,264
Compilation cash December 31, 2022	<u>18,812,545</u>	<u>4,845,005</u>	<u>23,657,550</u>
Compilation cash at January 1, 2023	18,812,545	4,845,005	23,657,550
Movement 2023	6,343,823	-3,977,628	2,366,195
Compilation cash December 31, 2023	<u>25,156,368</u>	<u>867,377</u>	<u>26,023,745</u>

4 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

4.1 General

Activities

The activities of Icecat N.V., having its legal seat at Amsterdam, and its group companies, primarily consist of developing and exploiting open content media companies.

Registered office, legal form and registration number at the chamber of commerce

The registered and actual address of Icecat N.V. is De Liesbosch 12d, 3439 LC in Nieuwegein, another registered seat is Amsterdam (J. Geesinkweg 125, 1114 AB). Icecat N.V. is registered at the trade register under number 30259744.

Estimates

In applying the principles and policies for drawing up the financial statements, the directors of Icecat N.V. make different estimates and judgments that may be essential to the amounts disclosed in the financial statements. If it is necessary in order to provide transparency, the nature of these estimates and judgments, including related assumptions, is disclosed in the notes to the relevant financial statement item.

Disclosure of group structure

Icecat N.V. is part of a group. The head of this group is Netvalue B.V., having its legal seat in Bilthoven. The financial statements of Icecat N.V. are not included in the consolidated financial statements of Netvalue B.V., due to exemption for small legal entities.

Disclosure of consolidation

In the consolidated financial statements 2023 of Icecat N.V. are included the financial figures of Iceshop B.V., having its legal seat in Utrecht (business seat: Nieuwegein), Icecat International B.V., Icecat Nederland B.V., both companies with legal seat in Nieuwegein (incorporated in 2017), Syndy B.V., Icecat Content Sourcing OÜ (business seat: Tallinn, Estonia) and Icecat Ukrain LLC (business seat: Kiev, Ukraine).

Disclosure of related party transactions

All legal entities that can be controlled, jointly controlled or significantly influenced are considered to be a related party. Also entities which can control the company are considered to be a related party. In addition, statutory directors, other key management of Icecat N.V. or the ultimate parent corporation and close relatives are regarded as related parties.

Transactions with related parties are disclosed in the notes insofar as they are not transacted under normal market conditions. The nature, extent and other information is disclosed if this is necessary in order to provide the required insight.

Consolidation principles

The accounting policies of group companies and other consolidated entities have been changed where necessary, in order to align them to the prevailing group accounting policies.

4.2 General accounting principles for the preparation of the consolidated financial statements

These financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union (EU).

Income and expenses are accounted for on accrual basis. Profit is only included when realized on balance sheet date. Liabilities and any losses originating before the end of the financial year are taken into account if they have become known before preparation of the financial statements. These financial statements are presented in Euro, the company's functional currency.

Assets and liabilities are generally valued at historical cost, production cost or at fair value at the time of acquisition. If no specific valuation principle has been stated, valuation is at historical cost. In the balance sheet, income statement and the cash flow statement, references are made to the notes.

Disclosure of fair value information when the report is prepared on historical cost basis

Some accounting principles demand determination of the fair value of both financial and non-financial assets and liabilities. Fair value is therefore determined for each relevant section as written below.

Determination of fair value is categorized into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

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

Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).

Level 3 inputs are unobservable inputs for the asset or liability.

Foreign currency translation for the balance sheet

Transactions, receivables and liabilities

Transactions in foreign currencies are stated in the financial statements at the exchange rate of the functional currency on the transaction date.

Monetary assets and liabilities in foreign currencies are converted to the closing rate of the functional currency on the balance sheet date. The translation differences resulting from settlement and conversion are credited or charged to the non consolidated statement of income and expenses, unless hedge accounting is applied.

Non-monetary assets valued at historical cost in a foreign currency are converted at the exchange rate on the transaction date.

Non-monetary assets valued at fair value in a foreign currency are converted at the exchange rate on the date on which the fair value was determined.

Leasing

Financial leasing

The company leases some of the machinery, whereby it retains substantially all the risks and rewards of ownership of these assets. These assets are recognised on the balance sheet upon commencement of the lease contract at the lower of the fair value of the asset or the discounted value of the minimum lease payments. The lease instalments to be paid are divided into a repayment and an interest portion, using the annuity method.

The liabilities under the lease, excluding the interest payments, are included under long-term debts.

The interest component is included in the income statement for the duration of the contract on the basis of a fixed interest percentage of the average remaining redemption component. The assets are depreciated over the remaining economic life or, if shorter, the duration of the contract.

Operational leasing

The company may have lease contracts whereby a large part of the risks and rewards associated with ownership are not for the benefit of nor incurred by the company. The lease contracts are recognised as operational leasing. Lease payments are recorded on a straight-line basis, taking into account reimbursements received from the lessor, in the income statement for the duration of the contract.

Exceptional items

Exceptional items are items of income and expense from ordinary activities or transactions, but which need to be disclosed separately on the basis of the nature, size or incidental character of the item for reasons of comparability.

Financial instruments

In the context of financial risk management Icecat N.V. has identified the following risks:

Currency risk

Icecat N.V. operates internationally and the sales in foreign currency is less than 1%. The effects on equity and results are calculated at the balance sheet data.

Interest rate risk

Long term and bank debt are not applicable within Icecat N.V.

Current liabilities and receivables in affiliated companies, the fee applicable interest rate at that time, which is reflected in the figures at the balance sheet date.

Credit risk

Receivables whose due date has passed more than 100 days, a provision of 100% will be made without VAT. The provision accounts receivables at the end of 2023 is EUR 591K (2022: 626K).

Liquidity risk

Icecat N.V. manages its liquidity risk with cash provided from operating activities being the primary source of liquidity. Based on the current operating performance and liquidity position, the Company believes that cash provided by operating activities and available cash balances will be sufficient for working capital, capital expenditures, interest payments, dividends for the next 12 months and the foreseeable future.

All financial liabilities held at the reporting date, for which payments are already contractually agreed, have been included. Amounts in foreign currency have been translated using the reporting date closing rate.

Securities are measured at fair value. Changes in fair value are recognized in the profit or loss account.

4.3 Principles of valuation of assets and liabilities

Intangible fixed assets

Intangible fixed assets are measured at cost on initial recognition. Following initial recognition, the intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses, if any.

The useful lives of intangible assets are assessed as either finite or indefinite. The group has assessed the remaining useful life to be indefinite for all recognised intangible assets (i.e., customer relationships). Intangible assets with an indefinite useful life are not amortised, but tested annually for impairment. When the intangible asset is disposed of, the gain or loss on disposal is recognised in the statement of profit or loss.

With regard to the determination as to whether an intangible fixed asset is subject to an impairment, please refer to note 'Impairment of non-current assets'.

Tangible fixed assets

Tangible fixed assets are presented at acquisition price less cumulative depreciation and, if applicable, less impairments in value. Depreciation is based on the estimated useful life and calculated as a fixed percentage of cost, taking into account any residual value. Depreciation is provided from the date an asset comes into use.

Tangible fixed assets are capitalised if the economic ownership held by the company, and its group companies, is governed by a financial lease agreement. The commitment arising from the financial lease agreement is accounted for as a liability. The interest included in the future lease instalments is charged to the result over the term of the financial lease agreement.

Financial fixed assets

Participations

Participations in subsidiaries are companies over which Icecat N.V. has the power to control. These participations are valued under the equity method, but no lower than a nil value.

Where no significant influence is exercised, associated companies are valued under the fair value method, but not lower than a nil value.

If the company fully or partly guarantees the liabilities of the associated company concerned, or has the effective obligation respectively to enable the associated company to pay its (share of the) liabilities, a provision is formed. Upon determining this provision, provisions for doubtful debts already deducted from receivables from the associated company are taken into account.

Right-to-use (Leases)

Implementation of IFRS 16 results in the recognition of an asset and a liability on the balance sheet. The value of the asset and the liability is the same. The value of the asset and the liability are calculated on the basis of the lease terms still to be expected on the balance sheet date for the lease contracts concluded at that time. Interest is not taken into account. The valuation of the asset and the liability is at nominal value. The lease costs that are allocated annually are recognized in the income statement. The implementation of IFRS 16 has no effect on the equity and the net result of the company.

The term of the lease contracts has been taken into account. Long-term lease obligations (more than 12 months after the balance sheet date) are included under financial fixed assets (right-to-use) and long-term liabilities (liability) and short-term lease obligations under receivables and short-term debts, respectively.

Deferred tax claims

Deferred tax assets are recognised for all deductible temporary differences between the value of the assets and liabilities under tax regulations on the one hand and the accounting policies used in these financial statements on the other, on the understanding that deferred tax assets are only recognised insofar as it is probable that future taxable profits will be available to offset the temporary differences and available tax losses.

The calculation of the deferred tax assets is based on the tax rates prevailing at the end of the reporting year or the rates applicable in future years, to the extent that they have already been enacted by law.

Deferred income taxes are recognised at nominal value.

Other receivables

Upon initial recognition the receivables from and loans to associated companies and other receivables are valued at fair value and then valued at amortized cost, which equals the face value, after deduction of any provisions.

Impairment of non-current assets

Non-current assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and its value in use.

Non-financial assets other than goodwill that have suffered impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

Intangible assets with an indefinite useful life are not amortised, but tested annually for impairment.

Receivables and deferred assets

Receivables are initially valued at the fair value of the consideration to be received. Receivables are subsequently valued at the amortised cost price. If there is no premium or discount and there are no transaction costs, the amortised cost price equals the nominal value of the accounts receivable. If payment of the receivable is postponed under an extended payment deadline, fair value is measured on the basis of the discounted value of the expected revenues. Interest gains are recognised using the effective interest method. Provisions for bad debts are deducted from the carrying amount of the receivable.

Cash and cash equivalents

Cash and cash equivalents are valued at face value. If cash is not freely available this is taken into account for the valuation.

Overdrafts at banks are recognised as part of debts to lending institutions under current liabilities.

Equity

When Icecat N.V. purchases treasury shares, the consideration paid is deducted from equity (other reserves or any other reserve if the articles of association allow so) until the shares are cancelled or reissued. Where such shares are subsequently reissued, any consideration received is included in equity (other reserves or any other reserve). The consideration received will be added to the reserve from which earlier the purchase price has been deducted.

Incremental costs directly attributable to the purchase, sale and/or issue of new shares are shown in equity as a deduction, net of tax, from the proceeds.

Non-current liabilities

On initial recognition long-term debts are recognised at fair value. Transaction costs which can be directly attributed to the acquisition of the long-term debts are included in the initial recognition. After initial recognition long-term debts are recognised at the amortised cost price, being the amount received taking into account premiums or discounts and minus transaction costs.

The difference between stated book value and the mature redemption value is accounted for as interest cost in the profit and loss account on the basis of the effective interest rate during the estimated term of the long-term debts.

Current liabilities

On initial recognition current liabilities are recognised at fair value. After initial recognition current liabilities are recognised at the amortised cost price, being the amount received taking into account premiums or discounts and minus transaction costs. This is usually the nominal value.

4.4 Accounting principles for the determination of the result

Revenue recognition

General

Revenues from services are recognized in proportion to the services rendered, based on the cost incurred in respect of the services performed up to balance sheet date, in proportion to the estimated costs of the aggregate services to be performed. The cost price of these services is allocated to the same period.

Expenses work contracted out and other external expenses

The cost of subcontracted work and other external charges include the costs charged by third parties in connection with the outsourcing or support of the work. These costs consist of the purchase price and any additional costs.

Amortisation and depreciation

Depreciation of other fixed assets is based on the estimated useful life and calculated as a fixed percentage of cost, taking into account any residual value. Depreciation is provided from the date an asset comes into use.

Future depreciation is adjusted if there is a change in estimated future useful life.

Gains and losses upon disposal of a business asset are included in depreciation.

Financial income and expenses

Interest income and interest expenses

Interest income and expenses are recognised on a pro rata basis, taking account of the effective interest rate of the assets and liabilities to which they relate. In accounting for interest expenses, the recognised transaction expenses for loans received are taken into consideration.

Currency translation differences

Currency translation differences arising upon the settlement or conversion of monetary items are recognised in the income statement in the period that they are realised, unless hedge accounting is applied.

Dividends

Dividends to be received from participations and securities not carried at net asset value are recognised as soon as Iccat N.V. has acquired the right to them.

Changes in value of financial instruments recognised at fair value

Changes in value of financial instruments recognised at fair value are taken to the profit and loss account.

Taxes

Tax on the result is calculated based on the result before tax in the non consolidated statement of income and expenses, taking account of the losses available for set off from previous financial years (to the extent that they have not already been included in the deferred tax assets) and exempt profit components and after the addition of non deductible costs. Due account is also taken of changes which occur in the deferred tax assets and deferred tax liabilities in respect of changes in the applicable tax rate.

In the financial statements of group companies a tax charge is calculated on the basis of the accounting result.

Result participating interests

The result is the amount by which the carrying amount of the participation has changed since the previous financial statements as a result of the earnings achieved by the participation to the extent that this can be attributed to Iccat N.V.

4.5 Principles for preparation of the consolidated cash flow statement

The cash flow statement has been prepared using the indirect method.

The funds in the cash flow statement consist of cash and cash equivalents. Cash equivalents can be considered to be highly liquid investments.

Cash flows in foreign currencies are translated at an estimated average rate. Exchange rate differences concerning finances are shown separately in the cash flow statement under cash flow from operating activities.

Corporate income taxes, interest paid, interest received and dividends received are presented under the cash flow from operating activities. Issuance of share capital and dividends paid are presented under the cash flow from financing activities.

The cost of group companies acquired is presented under the cash flow from investment activities, as far as payment has been made with cash and cash equivalents. The cash and cash equivalents of the group companies acquired are deducted from the purchase cost.

Transactions that do not result in exchange of cash and cash equivalents, such as financial lease, are not presented in the cash flow statement. The payment of lease terms on account of the financial lease contract is considered as an expenditure of financing activities as far as it concerns redemptions and as an expenditure of operational activities as far as it concerns interest.

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5 NOTES TO THE CONSOLIDATED BALANCE SHEET AS OF DECEMBER 31, 2023

ASSETS

FIXED ASSETS

1. Intangible fixed assets

	Customer portfolio
	€
<i>Carrying amount as of January 1, 2023</i>	
Purchase price	3,361,846
Cumulative depreciation and impairment	-
	<u>3,361,846</u>
<i>Carrying amount as of December 31, 2023</i>	
Purchase price	3,361,846
Cumulative depreciation and impairment	-
	<u>3,361,846</u>
<i>Amortisation rates</i>	%
Customer portfolio	0

There is no periodic amortization on this acquisition. The management assesses annually whether an impairment loss is applicable.

2. Tangible fixed assets

	Renovation buildings	ICT hardware and other equipment	Total
	€	€	€
<i>Carrying amount as of January 1, 2023</i>			
Purchase price	89,055	1,117,417	1,206,472
Cumulative depreciation and impairment	-24,119	-795,567	-819,686
	<u>64,936</u>	<u>321,850</u>	<u>386,786</u>
<i>Movement</i>			
Investments	14,013	32,923	46,936
Disposals	-	-3,675	-3,675
Depreciation disposal	-	3,460	3,460
Depreciation	-20,199	-121,485	-141,684
	<u>-6,186</u>	<u>-88,777</u>	<u>-94,963</u>
<i>Carrying amount as of December 31, 2023</i>			
Purchase price	103,068	1,146,665	1,249,733
Cumulative depreciation and impairment	-44,318	-913,592	-957,910
Carrying amount as of December 31, 2023	<u>58,750</u>	<u>233,073</u>	<u>291,823</u>
<i>Depreciation rates</i>			
			%
Renovation buildings			20
ICT hardware and other equipment			20

3. Financial fixed assets

	12/31/2023	12/31/2022
	€	€
<u>Participations in affiliated companies</u>		
Virtuagym B.V. at Amsterdam (5%)	3,000,142	3,100,000
NPEX at Den Haag (10%)	669,000	-
Other participations (1%)	6,000,000	8,108,126
	<u>9,669,142</u>	<u>11,208,126</u>

	Carrying amount as of January 1, 2023	Share in result	(Dis)-investments	Miscellaneous movement	Carrying amount as of December 31, 2023
	€	€	€	€	€
Virtuagym B.V.	3,100,000	-99,858	-	-	3,000,142
NPEX	-	-	669,000	-	669,000
Other participations (1%)	8,108,126	-	-	-2,108,126	6,000,000
	<u>11,208,126</u>	<u>-99,858</u>	<u>669,000</u>	<u>-2,108,126</u>	<u>9,669,142</u>

	2023	2022
	€	€
<u>Deferred tax</u>		
Carrying amount as of January 1	275,442	127,751
Movements	-96,622	147,691
Carrying amount as of January 31	<u>178,820</u>	<u>275,442</u>

	2023	2022
	€	€
<u>Loans receivable</u>		
Carrying amount as of January 1	207,730	265,625
Repayment	-15,000	-57,895
Long-term part as at December 31	<u>192,730</u>	<u>207,730</u>

The loans receivable concerns the financing of purchase of shares by the Managing Director (E.T. Altinok). Interest rate of the loan is EURIBOR + 4.2% per annum. Provided security for the repayment of the loan: option for lender to offer shares to other shareholders at fair market value.

CURRENT ASSETS**4. Receivables, prepayments and accrued income**

	12/31/2023	12/31/2022
	€	€
<u>Trade debtors</u>		
Trade debtors	3,291,630	3,166,520
Provision for doubtful debts	-590,645	-625,792
	<u>2,700,985</u>	<u>2,540,728</u>

The concentration of credit risk with respect to receivables is limited. Icecat N.V. does not hold any significant collateral on its receivables. Management believes there is no further credit risk provision required in excess of the normal impairment, based on the aging analysis performed as of December 31, 2023.

Taxes and social security premiums

Value added tax	-	162,361
	<u>-</u>	<u>162,361</u>

Other receivables and accrued assets*Prepayments and accrued income*

Other receivables	428,292	350,715
	<u>428,292</u>	<u>350,715</u>

5. Securities

Mint Tower Fund EUR G-class	-	4,795,218
Icecat N.V.	842,839	42,754
Hirschmann Multimedia	10,450	-
NPEX portfolio	14,088	7,033
	<u>867,377</u>	<u>4,845,005</u>

6. Cash and cash equivalents

Of the cash and cash equivalents as of December 31, 2023 and December 31, 2022, no amounts were restricted.

EQUITY AND LIABILITIES

7. GROUP EQUITY

Please refer to the notes to the non-consolidated balance sheet on page 39 of this report for an explanation of the equity.

8. CURRENT LIABILITIES

	12/31/2023	12/31/2022
	€	€
Liabilities to other related parties		
iMerge B.V.	1,051	525
Taxes and social security premiums		
Corporate income tax	586,417	195,193
Value added tax	176,618	-
Wage tax	82,638	75,879
	<u>845,673</u>	<u>271,072</u>
Other liabilities and Accruals and deferred income		
Other liabilities	99,299	157,464
Accruals and deferred income	5,261,765	4,713,918
	<u>5,361,064</u>	<u>4,871,382</u>
<i>Other liabilities</i>		
Short-term lease liabilities	99,299	157,464
<i>Accruals and deferred income</i>		
Holiday allowance	95,300	86,023
Outstanding holidays	208,370	178,059
Audit costs	40,954	48,820
Tantièmes	324,324	230,891
Invoiced in advance	4,557,110	4,110,313
Other payables	40,400	49,321
Other accruals	-4,693	10,491
	<u>5,261,765</u>	<u>4,713,918</u>

6 NOTES TO THE CONSOLIDATED PROFIT & LOSS ACCOUNT FOR THE YEAR 2023**9. Net turnover**

The revenues increased in 2023 compared to 2022 with 15.2 %.

	2023	2022
	€	€
10. Net turnover		
Turnover Netherlands	4,337,769	4,024,545
Turnover International	9,450,477	7,944,975
	<u>13,788,246</u>	<u>11,969,520</u>

11. Expenses work contracted out and other external expenses

Cost of work contracted out	<u>101,745</u>	<u>182,573</u>
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12. Personnel expenses

Wages and salaries	3,578,300	3,476,966
Social security charges	177,775	177,351
Other personnel costs	2,648	-
	<u>3,758,723</u>	<u>3,654,317</u>

Emoluments of directors and supervisory directors

The emoluments (including pension obligations) which were charged in 2023 amount to € 323.250 (2022: € 317.487) for supervisory directors.

Staff

During 2023, 63 employees were employed on a full-time basis (2022: 50).

	2023	2022
<u>The breakdown is as follows:</u>		
Active within The Netherlands	35	38
Active outside The Netherlands	28	12
	<u>63</u>	<u>50</u>

13. Amortisation and depreciation

	2023	2022
	€	€
Intangible fixed assets	-	-8,233
Tangible fixed assets	141,684	140,452
Book result	-46	-744
	<u>141,638</u>	<u>131,475</u>

	2023	2022
	€	€
14. Other operating expenses		
Other staff expenses	1,414,393	957,876
Housing expenses	165,837	166,277
Office expenses	449,270	382,377
Car expenses	256,127	278,310
Selling expenses	540,435	524,987
General expenses	3,754,770	2,873,305
Management fee	189,233	180,222
	6,770,065	5,363,354
<u>Interest and similar income</u>		
Interest income	33,730	10,975
Exchange differences	-13,451	81,907
	20,279	92,882
<u>Changes in value of financial assets and of securities</u>		
Exchange results securities	-94,739	-205,072
Other value changes	-2,108,626	-
	-2,203,365	-205,072
<u>Other value changes</u>		
Other receivables 1	-2,108,626	-
<u>Interest and similar expenses</u>		
Interest and bank charges	7,509	-112,236
15. Taxes		
Corporate income tax	-498,774	-322,618
Effective tax rate	87.19	14.51
Applicable tax rate € 200.000	19.00	15.00
Applicable tax rate amount above 200.000	25.80	25.80

7 OTHER DISCLOSURE

Appropriation of the result for the 2022 financial year

The annual account for 2022 was adopted by the General Meeting held on July 14, 2023. The General Meeting has determined the appropriation of the result as it was proposed.

Appropriation of the profit for 2023

The board of directors proposes to appropriate the profit for 2023 as follows:

	2023
	<u>€</u>
Net result	<u>60,894</u>
Added to Other reserves	<u><u>60,894</u></u>

This proposal has been processed in the annual account in advance of the adoption by the General Meeting.

COMPANY ANNUAL ACCOUNTS 2023

Balance sheet as at December 31, 2023

Non-consolidated profit & loss account from 2023

General accounting principles for the preparation of the financial statements

Notes to the non-consolidated balance sheet as of December 31, 2023

Notes to the non-consolidated profit & loss account from 2023

Other disclosures

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8 COMPANY BALANCE SHEET AS AT DECEMBER 31, 2023

(after appropriation of results)

		December 31, 2023		December 31, 2022	
		€	€	€	€
ASSETS					
FIXED ASSETS					
Intangible fixed assets	(16)				
Customer portfolio			2,918,580		2,918,580
Tangible fixed assets	(17)				
Renovation buildings		35,194		39,141	
ICT hardware and other equipment		225,561		311,779	
			260,755		350,920
Financial fixed assets	(18)				
Participations in group companies		11,284,072		7,892,089	
Right-to-use lease		94,173		180,229	
Other receivables		208,657		223,657	
			11,586,902		8,295,975
CURRENT ASSETS					
Receivables, prepayments and accrued income	(19)				
Trade debtors		2,451,885		2,382,471	
Receivables from group companies		5,479,472		13,957,165	
Taxes and social security premiums		-		638,237	
Other receivables and accrued assets		182,823		150,602	
			8,114,180		17,128,475
Cash and cash equivalents	(20)		23,845,537		17,959,745
TOTAL OF ASSETS			46,725,954		46,653,695

	December 31, 2023		December 31, 2022	
	€	€	€	€
EQUITY AND LIABILITIES				
EQUITY	(21)	41,236,742		41,717,392
NON-CURRENT LIABILITIES	(22)			
Lease liabilities		51,581		89,365
CURRENT LIABILITIES	(23)			
Trade creditors		338,857		520,490
Liabilities to group companies		332,811		-
Taxes and social security premiums		71,109		51,204
Other liabilities and Accruals and deferred income		4,694,854		4,275,244
		5,437,631		4,846,938
TOTAL OF EQUITY AND LIABILITIES		<u>46,725,954</u>		<u>46,653,695</u>

9 PROFIT AND LOSS ACCOUNT OVER THE YEAR 2023

		2023		2022	
		€	€	€	€
Net turnover	(24,25)	12,180,421		11,055,701	
Cost of sales	(26)	761,924		751,887	
Gross margin			11,418,497		10,303,814
Expenses work contracted out and other external expenses	(27)	98,775		162,948	
Personnel expenses	(28)	3,366,175		3,238,709	
Amortisation and depreciation	(29)	129,874		131,327	
Other operating expenses	(30)	6,281,289		5,610,715	
			9,876,113		9,143,699
Operating result			1,542,384		1,160,115
Financial income and expenses	(31)		274,204		234,679
Result before tax			1,816,588		1,394,794
Taxes	(32)		-367,784		-314,910
			1,448,804		1,079,884
Result participating interests	(33)		-1,387,910		819,478
Result after tax			60,894		1,899,362

10 GENERAL ACCOUNTING PRINCIPLES FOR THE PREPARATION OF THE FINANCIAL STATEMENTS

The company annual account have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union (EU).

For the general principles for the preparation of the annual account, the principles for valuation of assets and liabilities and determination of the result, as well as for the notes to the specific assets and liabilities and the results, reference is made to the notes to the consolidated annual account, if there is no further explanation provided.

Financial fixed assets

Participations in subsidiaries are companies over which Icecat N.V. has the power to control. These participations are valued under the equity method, but no lower than a nil value.

Where no significant influence is exercised, associated companies are valued under the fair value method, but not lower than a nil value.

If the company fully or partly guarantees the liabilities of the associated company concerned, or has the effective obligation respectively to enable the associated company to pay its (share of the) liabilities, a provision is formed. Upon determining this provision, provisions for doubtful debts already deducted from receivables from the associated company are taken into account.

11 NOTES TO THE COMPANY BALANCE SHEET AS AT DECEMBER 31, 2023

ASSETS

FIXED ASSETS

16. Intangible fixed assets

	Customer portfolio
	€
<i>Carrying amount as of January 1, 2023</i>	
Purchase price	2,918,580
Cumulative depreciation and impairment	-
	<u>2,918,580</u>
<i>Carrying amount as of December 31, 2023</i>	
Purchase price	2,918,580
Cumulative depreciation and impairment	-
	<u>2,918,580</u>
<i>Amortisation rates</i>	%
Customer portfolio	0

There is no periodic amortization on this acquisition. The management assesses annually whether an impairment loss is applicable.

17. Tangible fixed assets

	Renovation buildings	ICT hardware and other equipment	Total
	€	€	€
<i>Carrying amount as of January 1, 2023</i>			
Purchase price	55,293	1,095,128	1,150,421
Cumulative depreciation and impairment	-16,151	-783,349	-799,500
	<u>39,142</u>	<u>311,779</u>	<u>350,921</u>
<i>Movement</i>			
Investments	8,408	31,561	39,969
Disposals	-	-991	-991
Depreciation disposal	-	776	776
Depreciation	-12,356	-117,564	-129,920
	<u>-3,948</u>	<u>-86,218</u>	<u>-90,166</u>
<i>Carrying amount as of December 31, 2023</i>			
Purchase price	63,701	1,125,698	1,189,399
Cumulative depreciation and impairment	-28,507	-900,137	-928,644
Carrying amount as of December 31, 2023	<u>35,194</u>	<u>225,561</u>	<u>260,755</u>
<i>Depreciation rates</i>			
			%
Renovation buildings			20
ICT hardware and other equipment			20

18. Financial fixed assets

	Carrying amount as of January 1, 2023	Share in result	Investments and disposals	Carrying amount as of December 31, 2023
	€	€	€	€
Icecat Ukraine LLC	5,104	-	-	5,104
Iceshop B.V.	3,411,379	20,743	-	3,432,122
Icecat International B.V.	-185,532	169,094	4,867,400	4,850,962
Icecat Nederland B.V.	147,406	-147,406	-	-
Icecat Syndy B.V.	2,202,277	394,167	-	2,596,444
Icecat Content Sourcing OU	2,303,705	-1,912,015	-	391,690
Icecat Bilgi TIC AS	7,750	-	-	7,750
	<u>7,892,089</u>	<u>-1,475,417</u>	<u>4,867,400</u>	<u>11,284,072</u>

	12/31/2023	12/31/2022
	€	€
<u>Other receivables</u>		
Rent deposit	15,927	15,927
Loans receivable	192,730	207,730
	<u>208,657</u>	<u>223,657</u>

The loans receivable concerns for the amount of € 192,730 (2022: € 207,730) the financing of purchase of shares by the Managing Director (E.T. Altinok). Interest rate of the loan is EURIBOR + 4.2% per annum. Provided security for the repayment of the loan: option for lender to offer shares to other shareholders at fair market value.

	2023	2022
	€	€
<i>Loans receivable</i>		
Carrying amount as of January 1	207,730	265,625
Repayment	-15,000	-57,895
Long-term part as at December 31	<u>192,730</u>	<u>207,730</u>

The loans receivable concerns the financing of purchase of shares by the Managing Director (E.T. Altinok). Interest rate of the loan is EURIBOR + 4.2% per annum. Provided security for the repayment of the loan: option for lender to offer shares to other shareholders at fair market value.

CURRENT ASSETS**19. Receivables, prepayments and accrued income**

	12/31/2023	12/31/2022
	€	€
<u>Trade debtors</u>		
Trade debtors	2,966,704	2,947,168
Provision for doubtful debts	-514,819	-564,697
	<u>2,451,885</u>	<u>2,382,471</u>

The concentration of credit risk with respect to receivables is limited. Icecat N.V. does not hold any significant collateral on its receivables. Management believes there is no further credit risk provision required in excess of the normal impairment, based on the aging analysis performed as of December 31, 2023.

Receivables from group companies

Iceshop B.V.	561	13,392
Icecat International B.V.	-	8,118,795
Icecat Nederland B.V.	-	67,777
Icecat Syndy B.V.	-	29,833
Icecat Content Sourcing OU	5,477,255	5,726,919
Icecat Global B.V.	1,656	449
	<u>5,479,472</u>	<u>13,957,165</u>

Taxes and social security premiums

Corporate income tax	-	348,516
Value added tax	-	289,721
	<u>-</u>	<u>638,237</u>

Other receivables and accrued assets

Prepayments and accrued income	<u>182,823</u>	<u>150,602</u>
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Prepayments and accrued income

Other receivables	<u>182,823</u>	<u>150,602</u>
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20. Cash and cash equivalents

Of the cash and cash equivalents as of December 31, 2023 and December 31, 2022, no amounts were restricted.

EQUITY AND LIABILITIES

	12/31/2023	12/31/2022
	€	€
21. EQUITY		
Issued share capital	105,339	105,339
Share premium reserve	4,837,149	5,378,691
Other reserves	36,294,254	36,233,362
	<u>41,236,742</u>	<u>41,717,392</u>

Issued share capital

Subscribed and paid up	<u>105,339</u>	<u>105,339</u>
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The statutory share capital amounts to € 105,339.

	2023	2022
	€	€
Other reserves		
Carrying amount as of January 1	36,230,662	38,339,575
	36,230,662	38,339,575
Current year result	60,894	1,899,362
Allocation of previous financial year net result	2,698	-
Dividend	-	-4,005,575
Carrying amount as of December 31	<u>36,294,254</u>	<u>36,233,362</u>

	Issued share capital	Share premium reserve	Other reserves	Total
	€	€	€	€
Carrying amount as of January 1, 2023	105,339	5,378,691	36,230,662	41,714,692
Results	-	-	60,894	60,894
Result	-	-	2,698	2,698
Withdrawal	-	-541,542	-	-541,542
Carrying amount as of December 31, 2023	<u>105,339</u>	<u>4,837,149</u>	<u>36,294,254</u>	<u>41,236,742</u>

22. NON-CURRENT LIABILITIES

	12/31/2023	12/31/2022
	€	€
Lease liabilities		
Lease liabilities	51,581	89,365

23. CURRENT LIABILITIES**Liabilities to group companies**

Icecat International B.V.	332,811	-
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Taxes and social security premiums

Corporate income tax	-11,703	-
Value added tax	27,097	-
Wage tax	55,715	51,204
	<u>71,109</u>	<u>51,204</u>

Other liabilities and Accruals and deferred income*Other liabilities*

Short-term lease liabilities	42,592	90,864
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Accruals and deferred income

Holiday allowance	55,749	50,667
Outstanding holidays	119,625	114,552
Audit costs	34,870	43,720
Tantièmes	311,534	211,047
Invoiced in advance	4,089,027	3,714,316
Other payables	40,400	49,021
Other accruals	1,057	1,057
	<u>4,652,262</u>	<u>4,184,380</u>

12 NOTES TO THE PROFIT AND LOSS ACCOUNT OVER THE YEAR 2023**24. Net turnover**

The revenues increased in 2023 compared to 2022 with 10.2%.

	2023	2022
	€	€

25. Net turnover

Turnover Netherlands	3,320,561	3,145,406
Turnover International	8,859,860	7,910,295
	<u>12,180,421</u>	<u>11,055,701</u>
	2023	2022
	€	€

26. Cost of sales

Cost of sales	761,924	751,887
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27. Expenses work contracted out and other external expenses

Cost of work contracted out	98,775	162,948
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28. Personnel expenses

Wages and salaries	3,266,889	3,129,194
Social security charges	99,286	109,515
	<u>3,366,175</u>	<u>3,238,709</u>

Wages and salaries

Wages and salaries Netherlands	2,127,078	2,004,027
Wages and salaries International	1,154,671	1,125,167
Subsidy	-14,860	-
	<u>3,266,889</u>	<u>3,129,194</u>

Social security charges

Social security premiums and other social liabilities / insurance	99,286	109,515
-------------------------------------------------------------------	--------	---------

Staff

During 2023, 35 employees were employed on a full-time basis (2022: 32).

	2023	2022
The breakdown is as follows:		
Active within The Netherlands	20	20
Active outside The Netherlands	15	12
	<u>35</u>	<u>32</u>

	2023	2022
	€	€
29. Amortisation and depreciation		
Tangible fixed assets	129,920	131,823
Book result	-46	-496
	<u>129,874</u>	<u>131,327</u>
30. Other operating expenses		
Other staff expenses	801,102	430,560
Housing expenses	153,607	153,757
Office expenses	418,834	347,406
Car expenses	163,528	181,169
Selling expenses	457,897	456,283
General expenses	3,707,696	3,861,318
Management fee	578,625	180,222
	<u>6,281,289</u>	<u>5,610,715</u>
	2023	2022
	€	€
31. Financial income and expenses		
Interest and similar income	257,549	332,702
Interest and similar expenses	16,655	-98,023
	<u>274,204</u>	<u>234,679</u>
<u>Interest and similar income</u>		
Interest income	271,000	250,795
Exchange differences	-13,451	81,907
	<u>257,549</u>	<u>332,702</u>
<u>Interest and similar expenses</u>		
Interest and bank charges	-16,655	98,023
	<u>-16,655</u>	<u>98,023</u>
32. Taxes		
Result before tax	1,816,588	1,394,794
Corporate income tax	-367,784	-314,910
	<u>1,448,804</u>	<u>1,079,884</u>
Effective tax rate	20.24	22.57
Applicable tax rate € 200.000	19.00	15.00
Applicable tax rate amount above 200.000	25.80	25.80

	<u>2023</u>	<u>2022</u>
	€	€
33. Result participating interests		
Share in result of Iceshop B.V.	20,743	60,764
Share in result of Icecat International B.V.	169,094	-182,351
Share in result of Icecat Nederland B.V.	-	62,256
Share in result of Syndy B.V.	246,761	331,723
Share in result of Icecat Content Sourcing OU	-1,912,015	547,086
Share in result of Hatch B.V.	87,507	-
	<u>-1,387,910</u>	<u>819,478</u>

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13 OTHER DISCLOSURES

Appropriation of the result for the 2022 financial year

The annual account for 2022 was adopted by the General Meeting held on July 14, 2023. The General Meeting has determined the appropriation of the result as it was proposed.

Appropriation of the profit for 2023

The board of directors proposes to appropriate the profit for 2023 as follows:

	2023
	€
Net result	60,894
Added to other reserves	60,894

This proposal needs to be determined by the General Meeting, but has already been processed in anticipation in the annual accounts 2023 for the company.

OTHER INFORMATION

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OTHER INFORMATION

1 No opinion included

Because the activities of the provided engagement have not been finished yet, we are not allowed to include an opinion in this report.

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INVESTMENT DISCLAIMER

Important information

This annual report (the "Document") contains a description of some important subjects regarding Icecat N.V. (alone or together with her daughter companies, "Icecat" or "Company"). This Document, which is not complete, is distributed in behalf of Icecat and Icecat is responsible for the accuracy of information included. The information contained in this Document is accurate only as of the date of this Document, regardless of the time of delivery of the Document. Icecat however, points out that this Document gives only a limited view of its activities and its subsidiaries. Therefore, this document is an inappropriate basis for taking a decision to invest in the depository receipts of ordinary shares of Icecat as issued by Stichting Administratiekantoor Icecat (the "DRs"), and as currently listed at NPEX. Regarding the decision to buy or sell DRs, a potential investor should exclusively base himself or herself on information included in the prospectus, and all subsequently distributed information, and not just on information in this Document. Market information or expectations or forward looking statements in so far expressed in this Document don't form a sound basis for investment decisions. This Document doesn't form an offer or an invitation to buy DRs, in particular the (citizens and territories of the) United States, Canada, Japan and Australia are excluded. The DRs are not allowed to be offered or sold in the United States or in behalf of persons in the United States as defined in Regulation S conforming to the U.S. Securities Act 1933, as changed ("Securities Act"), unless they are registered conforming the Securities Act or are exempted from registration under any exception term to it. Icecat has not registered DRs as such and is not planning an initial public offering of DRs of Shares in the United States.

Investment Risks

Investing in products like (depository receipts of) shares involves risks. The results of the company or companies in which you invest can be disappointing. This is also true for the results of Icecat. The DRs might not be tradable on a public market, and there might not be an active and liquid market for the DRs. Further, there is the possibility that you will not receive dividends. Potential investors, before deciding to buy Depository Receipts, should read the prospectus and subsequent communications carefully. In particular, they should read the sections related to risks in investing in the DRs, as included in the chapter "Risk Factors" of the prospectus. Before a potential investor decides to trade DRs, it is advised to consult a professional financial advisor. This Document contains statements about the future that are based on current strategies, and current strategies, assessments, and expectations about the future of Icecat with regard to external developments. These statements will include assumptions, risks and uncertainties, that can change after the date of publication of this Document.

The value of your investment in DRs can fluctuate. Results of the past, don't provide a guarantee for future results. For further information, please see

<https://www.npex.nl/effectenbeurs/icecat/documenten/>.

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