



Interim financial statements

H2 2022

1 July – 31 December 2022



Overview

Business

Nordhealth specializes in the acquisition, management, and development of Software as a Service (SaaS) healthcare practice management software (PMS) for specific healthcare niches. Our PMS products are used by more than 60,000 veterinary and therapeutic professionals across over 14,000 clinics and hospitals in more than 30 countries, enabling them to provide care to millions of patients every day. These mission-critical software offer a range of features to our customers, including electronic medical records, workflow management, customer relationship management, unified communication services, marketing automation, appointment scheduling, task management, billing, inventory management, financial and operational reporting, and payments.

Mission

Our mission is to build software that supports healthcare professionals in providing high-quality care, improving patient/pet parent satisfaction, increasing productivity, and growing practice revenue.

Strategy

Nordhealth's strategy involves creating an intuitive and efficient cloud-based software for each healthcare niche. Our flagship software products are Provet Cloud and EasyPractice, designed for veterinarians and therapists, respectively. These cloud-based solutions are easy-to-use, efficient, modular, and open, enabling seamless integration with third-party software and devices, including accounting software packages, imaging devices, in-clinic lab devices, external diagnostic laboratories, wholesalers, insurance companies, financing providers, and government reporting databases. In addition, our customers can customize or add functionality to our core products by building their own two-way integration into their own applications or any other application they choose via our well-documented REST API.

Nordhealth's growth is primarily organic, with a focus on acquiring new customers and upselling to existing customers with new add-on products and features. Additionally, we accelerate growth through the acquisition of mostly legacy PMS products in new geographies and healthcare niches, as well as add-on products that can be upsold to our current customer base. We continue to support legacy systems from acquired companies until the products and customers are ready to migrate to our flagship cloud-based solutions.

Our long-term goal is to become a global leader in the veterinary and therapy SaaS sector and expand into other healthcare niches.

Our values

With every ambition, comes a set of values. Ones that shape our day to day culture, define who we are, what we do, and how we push forward.

Put customers first

Never overlook what really matters. Great service, ease of use, honest pricing, and respect for our customer's time, money, and trust.



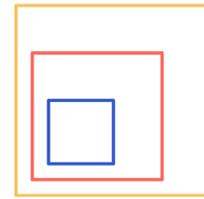
Take ownership

Think long-term and take initiative. Care about the outcome. Be accountable. Do the right thing for us, our customers, and the team.



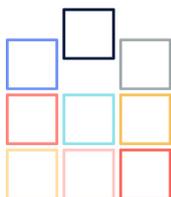
Do more with less

Simplicity is the key to great results. Create fewer features, but make them great instead of just good. Dare to say "no" to prevent the core from being lost in the noise.



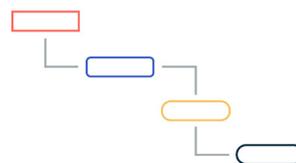
Be stronger together

Engage beginners and attract experts to grow excellent teams. This isn't something we do on our own — it's all about sharing and exchanging ideas.



Embrace change

Challenge the status quo. Seek out and embrace continuous change, evolution, and improvement.



Operational highlights

The total proforma ARR at the end of H2 2022 amounted to 31.8 (27.4) M€, resulting in a 16.4 % growth. The Group continued to execute its strategy of increasing ARR per share via organic growth and acquisitions, constantly evaluating the most financially reasonable strategy in each market. New customers acquisition increased our ARR by 12.4%, net retention rate was 104% and the churn rate was 3%.



Therapy

On 31 January 2022, Nordhealth completed the acquisition of EasyPractice, a leading cloud-based practice management software provider for therapists in Denmark. The acquisition helped Nordhealth in its strategy of increasing ARR per share via organic growth and acquisitions. The acquisition enabled Nordhealth to shut down its new therapy platform project that began in 2021 and focus its development efforts to make EasyPractice its flagship PMS for therapists. This decision will help Nordhealth accelerate its migration of therapy customers to one platform.

Veterinary

On 10 March 2022, Nordhealth announced the acquisition of Vetera, a leading veterinary practice management software provider in the DACH region. The acquisition was completed on 1 June 2022. Founded in 1989 and headquartered in Eltville am Rhein, Germany, Vetera has become a market-leading software and service provider for veterinarians with its comprehensive and fully integrated portfolio of practice management solutions. Vetera and its team of 30 employees serve more than 2,000 veterinary practices, clinics, and partners throughout Germany, Austria, and Switzerland. The acquisition helped Nordhealth gain a leading position in the German-speaking Practice Management Software market. Vetera continued to operate independently under the Vetera brand and was led by CEO Alexander Felber with the support of his management team.

In H2 2022, Nordhealth launched the CVS implementation of the Provet Cloud project. The aim is to finalise the pilot and start the rollout in 2023.

In Q4 2022, Nordhealth announced the reorganisation of the Provet Cloud country management structure to a functional structure. This move was aimed at streamlining operations and improving efficiency.

Organisation

As a result of the shift in the strategic focus in the Therapy unit as well as the reorganisation in the Veterinary unit, the company has restructured its operations in Finland and in Norway. This restructuring led to a reduction in headcount from 404 at the end of H2 2022 to 377 as of Q1 2023. Expenses related to the restructuring amounted to EUR 527 thousand.

Financial review H2 2022

These condensed interim financial statements have been prepared in accordance with Norwegian GAAP (NRS 11). The Reporting currency is EUR. All numbers are presented in EUR thousands, unless otherwise stated. The figures in the tables have been rounded to the nearest thousands of euros, so they may not add up to precise totals. The numbers in brackets refer to the value in the corresponding period a year earlier, unless otherwise stated.

Revenue, result and financial position H2 / 2022

The second half revenue grew by 35 (79) % and amounted to EUR 16,485 (12,171) thousand. In the second half of 2022 the share of recurring revenue of the total revenue was 89 (92) % amounting to EUR 14,620 (11,234) thousand resulting in 30 % growth. Organic recurring revenue grew by 17 (18) % in the second half of 2022.

The total personnel costs in second half of 2022 amounted to 73 (53) % of revenues. The increase is due to active recruitment activities in line with the growth strategy. Other operating charges amounted to 30 (27) % of total revenues.

The second half reported EBITDA amounted to EUR -2,880 (210) thousand.

Net financial items in the second half totaled EUR -80 (221) thousands comprising mainly of foreign currency revaluations and decrease in the fair value of the money market funds.

Non-recurring items during the second half of 2022 amounted to EUR 527 (-250) thousand and relate mainly to organisational restructuring in H2/2022 and to IPO and M&A activities in H2/2021.

Full Year 2022

The full year 2022 revenue grew by 53 (60) % and amounted to EUR 31,050 (20,300) thousand. The share of recurring revenue of the total revenue in 2022 was 91 (91) % amounting to EUR 28,216 (18,464) thousand resulting in 53 % growth. Organic recurring revenue grew by 38 (22) % in 2022.

The total personnel costs in 2022 amounted to 72 (50) % of revenues. The increase is due to active recruitment activities in line with the growth strategy. Other operating charges amounted to 33 (34) % of total revenues.

The reported EBITDA in 2022 amounted to EUR -5,975 (-222) thousand.

Net financial items in 2022 totaled EUR 616 (-188) thousands comprising mainly of foreign currency and money market funds revaluations.

Non-recurring items in 2022 amounted to EUR 527 (2,116) thousand and relate mainly to organisational restructuring in 2022 and to IPO and M&A activities in 2021.

Total non-current assets amounted to EUR 69,788 (48,627) thousand at the end of December 2022. The change is driven by the increase in goodwill, resulting from EasyPractice (Q1/2022) and Vetera (Q2/2022) acquisitions. Total intangible assets amounted to EUR 68,157 (47,671) thousand at the end of the period. In addition to goodwill, intangible assets mainly consist of capitalized product development costs. Ongoing development activities focus on adding new features to existing products as well as on the localization of the products for new market entry.

Total current assets amounted to EUR 45,261 (76,500) thousand at the end of December 2022. Cash and cash equivalents amounted to EUR 15,581 (26,210) thousand. The company has EUR 23,684 (46,458) thousand of cash in fully liquid money market funds. The combined value of money market fund holdings and cash amounted to EUR 39,265 (72,668) thousand at the end of the reporting period.

Total equity at the end of December 2022 amounted to EUR 98,736 (114,506) thousand. On 25 May 2021, the Company resolved to complete a private placement, consisting of a share capital increase for a total amount of approximately NOK 1,224 million, by issuing 30,000,000 Shares with a par value of NOK 1 each at a subscription price of the NOK equivalent of EUR 4 per Share. Costs of EUR 3,472 thousand relating directly to the equity increase, were booked within equity.

Risks

Operational risks

Although most of the Group's contracts with customers for use of the Group's Software-as-a-Service ("SaaS") services are automatically renewed, the Group is still dependent on retaining existing contracts and obtaining new contracts on acceptable terms, to maintain and/or increase its revenues. If the Group fails in retaining existing customers and attracting new customers, it could have a material adverse effect on its results of operations, cash flow, financial condition and/or prospects.

The effectiveness of the Group's software platform is highly dependent on valuable partnerships with respect to IT-applications used by the Group and integration with necessary software, especially integration with various systems utilised by the Group's customers and partners. Although the Group has successfully entered into valuable partnerships and integrated their technology with third party suppliers, any changes in such third-party systems may result in the Group's technology being incompatible with such system and in turn may have a material adverse effect on the Group's results of operations, financial condition and/or prospects.

The Group is handling data within the healthcare sector and other sectors that may be linked to individual persons, which by its nature is highly sensitive. The Group is liable to its customers, regulatory authorities, and the individuals whose personal data is handled for damages caused by unauthorised use or disclosure of personal data as well as sensitive and confidential information. Unauthorised disclosure of any such information may result in significant fines and may damage

the Group's brand and/or reputation and may lead to customer attempting to cancel existing agreements with the Group. These factors may in turn have an adverse effect on the Group's ability to attract and retain customers and partners and in turn adversely affect the Group's business, cash flow, operating results, and financial position.

The Group's business requires specialized and skilled personnel. There is a risk that the Group will be unable to keep enough appropriate key executives, key employees, and qualified new employees to effectively manage the business. There can be no assurance that the Group will be successful in retaining its key executives, key employees and qualified employees or replace such personnel with corresponding qualifications. If the Group fails to do so, it could have a material adverse effect on the Group's business, prospects, financial results and/or results of operations.

Financial risks

The Group may require new financing agreements to fund its operations, working capital or capital expenditures in the future. The Group cannot assure that it will be able to obtain any additional financing on terms that are acceptable, or at all. If funding is insufficient at any time in the future, the Group may be unable to execute its business strategy or take advantage of business opportunities, any of which could adversely impact the Group's business, results of operations, cash flows and financial condition.

The Group is dependent on having access to long-term funding and may in the future require additional funding in the form of either debt or equity to successfully execute its strategy and to finance further growth. There can be no assurance that the Group will be able to raise additional capital necessary to conduct its ongoing and future operations, at the required time or on acceptable terms and there can be no assurance that the Group will not experience net cash flow shortfalls exceeding the Group's available funding sources. If required funds are not available, this could have a material adverse effect on the Group's business, financial condition, and prospects.

Mergers and acquisitions

As part of the Group's growth strategy, the Group considers the acquisition of other companies to expand the Group's existing business and create economic value. The Group cannot assure that it will be able to consummate any such transactions or that any future acquisitions will be consummated at acceptable prices and terms.

The Group continually evaluates potential acquisition opportunities in the ordinary course of business, including those that could be material in size and scope. Acquisitions involve a number of special risks, including (i) the diversion of management's attention and resources to the assimilation of the acquired companies and their employees and to the management of expanding operations, (ii) problems associated with maintaining relationships with employees of acquired businesses, (iii) the increasing demands on the Group's operational systems and technical capabilities, (iv) ability to integrate and implement effective disclosure controls and procedures and internal controls for financial reporting within allowable time frames, (v) risks associated with the ability to fund expected and unexpected capital costs and expenses associated with any acquired entity/assets and (vi) the loss of key employees of acquired entities/assets.

The Group may also become responsible for unexpected liabilities that the Group failed or was unable to discover in the course of performing due diligence in connection with historical acquisitions and any future acquisitions and indemnification rights which have been obtained, or will in the future be obtained, may not be enforceable, collectible or sufficient in amount, scope or duration to fully offset the possible liabilities associated with the assets acquired. Any of these liabilities, individually or in the aggregate, would, if materialised, have a material adverse effect on the Group's businesses, products, prospects, financial condition and results of operations.

Currency risk

Currency risk is the risk that the value of a financial instrument will fluctuate due to exchange rate fluctuations. Exposure to currency risks arises primarily when receivables and payables are denominated in a currency other than the operating company's local currency. In addition, the Group operates internationally and is exposed to foreign exchange risk arising from various currency exposures on translation, primarily with respect to fluctuations in the EUR/NOK, EUR/SEK, and EUR/USD exchange rate. The Group manages its currency risk by closely monitoring the currency fluctuations and does not hedge its currency risk.

Credit risk

The Group has a significant amount of trade receivables and will be dependent on being able to collect such receivables. Consequently, the Group may be exposed to financial loss if a customer or counterparty fails to meet its contractual obligations. To the extent payment is done by payment letter or credit or otherwise given, the Group is vulnerable to credit risk and any failure by its counterparties to meet their obligations may affect the Group's income. Failure to collect its trade receivables or customers' unwillingness or inability to pay could have a material impact on the Group's business and financial condition.

With a wide customer base, credit risk from a single counterparty is limited.

Significant events after the reporting period

There has been no significant events after the reporting period.

Guidance for 2023

The management estimates a 15–20% growth in recurring revenue in 2023 from 2022, leading to a recurring revenue estimate of EUR 32,4 – 33,9 million in 2023.

Consolidated Interim Financial Statements

Consolidated Income Statement

EUR in thousands	Note	H2/2022 (Unaudited)	H2/2021 (Unaudited)	2022 (Unaudited)	2021 (Audited)
Recurring revenue	1	14 620	11 234	28 216	18 464
Other revenue		1 865	934	2 833	1 836
Total revenue		16 485	12 171	31 050	20 300
Other operating income		164	11	229	31
Total operating income		16 649	12 182	31 279	20 331
Material and services		(2 512)	(2 236)	(4 780)	(3 562)
Personnel expenses	2	(12 087)	(6 411)	(22 255)	(10 073)
Other operating charges	3	(4 930)	(3 325)	(10 218)	(6 918)
Total operating expenses		(19 528)	(11 972)	(37 254)	(20 553)
Operating profit (loss), before Depreciation (EBITDA)		(2 880)	210	(5 975)	(222)
Depreciation and amortization	4	(1 303)	(676)	(2 236)	(1 305)
Amortization of goodwill	4	(3 431)	(2 354)	(6 467)	(2 931)
Total depreciation and amortization		(4 734)	(3 029)	(8 702)	(4 236)
Operating profit (EBIT)		(7 614)	(2 819)	(14 677)	(4 458)
Other interest and financial income		763	708	2 082	758
Interest expenses		(5)	(5)	(17)	(41)
Other financial expenses		(837)	(482)	(1 449)	(905)
Total financial income and expense		(80)	221	616	(188)
Profit (loss) before tax		(7 694)	(2 600)	(14 061)	(4 646)
Taxes		97	(481)	(98)	(85)
Net profit (loss)		(7 597)	(3 081)	(14 159)	(4 731)

Consolidated Balance Sheet

EUR in thousands	Note	2022 (Unaudited)	2021 (Audited)
Intangible assets			
Intangible assets	4	10 280	4 556
Deferred tax assets		31	45
Other capitalized long-term expenses	4	32	68
Goodwill	4	57 813	43 002
Total intangible assets		68 157	47 671
Tangible assets			
Machinery and Equipment	4	733	765
Total tangible assets		733	765
Financial assets			
Other shares and similar rights of ownership	4	834	191
Other long-term receivables		64	-
Total financial assets		899	191
Total non-current assets		69 788	48 627
Accounts receivable		3 418	2 306
Loan receivables, short-term		0	49
Other receivables		1 784	827
Prepayments and accrued income		793	650
Total receivables		5 996	3 832
Money market funds		23 684	46 458
Total investments		23 684	46 458
Cash and cash equivalents		15 581	26 210
Total cash and cash equivalents		15 581	26 210
Total current assets		45 261	76 500
Total assets		115 049	125 127

Equity and liabilities

EUR in thousands	Note	2022 (Unaudited)	2021 (Audited)
Paid-in equity			
Share Capital	7	7 848	7 829
Share premium reserve	7	109 400	108 886
Total paid-in equity		117 248	116 715
Retained earnings			
Other equity	7	(18 512)	(2 209)
Total retained earnings		(18 512)	(2 209)
Total equity		98 736	114 506
Non-current liabilities			
Non-current liabilities to credit institutions		0	25
Other non-current liabilities		270	751
Total non-current liabilities	8	270	775
Current liabilities			
Current liabilities to credit institutions		25	25
Advances received		4 518	3 806
Accounts payable		878	1 055
Other current liabilities	9	5 882	1 662
Accrued expenses and deferred income		4 740	3 298
Total current liabilities		16 043	9 846
Total equity and liabilities		115 049	125 127



Consolidated Cash Flow Statement

EUR in thousands	H2/2022 (Unaudited)	H2/2021 (Unaudited)	31 Dec 2022 (Unaudited)	31 Dec 2021 (Audited)
Cash flow operations				
Profit (loss) before income taxes	(7 694)	(2 598)	(14 061)	(4 646)
Taxes paid for the period	(31)	93	(84)	(36)
Non-cash items	(2)	597	902	905
Depreciation and amortization	4 734	3 029	8 702	4 236
Change in inventory	-	4	-	-
Change in trade debtors	(649)	(46)	(832)	(1 281)
Change in trade creditors	(191)	(530)	(242)	577
Change in other provisions	(35)	2 694	(843)	5 812
Net cash flow from operations	(3 867)	3 243	(6 458)	5 567
Cash flow from investments				
Investments in tangible and intangible assets	(3 741)	(1 766)	(6 802)	(3 377)
Disposal (purchase) of shares and investments	(144)	(3 182)	(17 786)	(42 246)
Disposal (purchase) of other investments	-	-	-	(2)
Proceeds from / (investments in) money market funds	-	(46 515)	22 500	(46 515)
Net cash flow from investments	(3 886)	(51 463)	(2 089)	(92 140)
Cash flow from financing				
Change in debt	(1 100)	(1 953)	(2 082)	(3 583)
Issuance of Equity	-	-	-	116 329
Payment of dividend	-	-	-	(3 731)
Net cash flow from financing	(1 100)	(1 953)	(2 082)	109 015
Net change in cash and cash equivalents	(8 853)	(50 172)	(10 629)	22 442
Cash and cash equivalents at the beginning of the period	24 434	76 383	26 210	3 768
Cash and cash equivalents at the end of the period	15 581	26 210	15 581	26 210
Money market fund	23 684	46 458	23 684	46 458

Notes to the Interim Financial Statements

Basis of presentation

Nordhealth AS (the “Company” and, together with its consolidated subsidiaries, the “Group” or “Nordhealth”) is a Company registered in Norway and traded on the Euronext Growth Oslo. The Company’s registered business address is Strandveien 50, 1366 Lysaker, Oslo, Norway.

These condensed interim financial statements have been prepared in accordance with Norwegian GAAP (NRS 11) and in accordance with the accounting principles published in the 2021 financial statements, which can be found from Nordhealth website www.nordhealth.com. The Reporting currency is EUR. All numbers are presented in EUR thousands, unless otherwise stated. The figures in the tables have been rounded to the nearest thousands of euros, so they may not add up to precise totals. The numbers in brackets refer to the value in the corresponding period a year earlier, unless otherwise stated. The interim financial information is unaudited.

1. Revenue

Revenue by operating segment

	H2 2022	%	H2 2021	%	2022	%	2021	%
Veterinary	8 514	52 %	6 009	49 %	15 467	50%	11 631	57%
Therapy	7 971	48 %	6 162	51 %	15 582	50%	8 669	43%
Total	16 485	100 %	12 171	100 %	31 050	100%	20 300	100%

Revenue by geographical areas

	H2 2022	%	H2 2021	%	2022	%	2021	%
Norway	6 677	41 %	6 280	52 %	13 569	44%	9 186	45%
Finland	3 549	22 %	3 075	25 %	6 825	22%	5 882	29%
Sweden	1 861	11 %	1 721	14 %	3 659	12%	3 448	17%
Other Countries	4 399	27 %	1 095	9 %	6 997	23%	1 784	9%
Total	16 485	100 %	12 171	100 %	31 050	100 %	20 300	100 %

2. Personnel and remuneration

Personnel expenses

	H2 2022	H2 2021	2022	2021
Salaries	9 519	5 056	17 772	7 951
Pensions	1 451	738	2 547	1 245
Other social security expenses	1 117	617	1 936	877
Total	12 087	6 411	22 255	10 073

Average numbers of employees in H2 2022 was 371 (189).

In H2 2022, personnel expenses totalling EUR 1,888 (1,671) thousand have been capitalised as development cost.

3. Other operating expenses

	H2 2022	H2 2021	2022	2021
Other voluntary personnel expenses	375	247	778	351
Premises	504	426	945	709
IT expenses	1 037	601	1 894	963
Travel expenses	345	169	663	187
Marketing expenses	1 019	311	1 818	408
Outsourced services*	559	-	1 828	-
Administrative expenses	993	827	1 890	3 634
Other operative costs	97	745	403	666
Total	4 930	3 325	10 218	6 918

*) Expenses reported within Outsourced services have been reported under Material and services costs in 2021.

In H1 2021, other operating expenses include EUR 465 thousand of transfer tax from the share for share exchange.

4. Intangible and tangible assets

Intangible Assets	Development expenses	Intangible rights	Other capitalized long-term expenses	Goodwill	Total
Acquisition value 1.1.	9 402	559	151	47 121	57 233
Acquisition of EasyPractice A/S	-	-	-	14 942	14 942
Acquisition of Vetera GmbH	-	1 414	-	8 021	9 435
Acquisition of Yoma consulting	-	-	-	294	294
FX Rate movements	(226)	(32)	(4)	(2 307)	(2 569)
Increases	5 865	339	2	-	6 205
Deductions	-	-	-	-	-
Acquisition value 31.12	15 041	2 280	149	68 071	85 541
Amortization 1.1.	(5 065)	(340)	(84)	(4 119)	(9 608)
Acquisition of EasyPractice A/S	-	-	-	(1 370)	(1 370)
Acquisition of Vetera GmbH	-	-	-	(468)	(468)
Acquisition of Yoma consulting	-	-	-	-	-
FX Rate movements	210	21	1	174	406
Amortization	(1 683)	(184)	(34)	(4 475)	(6 376)
Amortization 31.12	(6 537)	(503)	(117)	(10 258)	(17 415)
Net book value	8 504	1 777	32	57 813	68 126

Management exercises judgement in determining whether the incurred development expenses meet capitalisation criteria and whether the carrying amount of capitalised development exceeds the expected future cash flows of the software they relate to.

In H2 2022, development expenses totalling EUR 3,074 (1,467) thousand have been capitalised. Personnel expenses totalling EUR 1,888 (1,671) thousand have been capitalised as development cost. 61 % of the capitalized development costs in total have been internally developed during H2 2022.

Development costs totalling EUR 4,011 (1,863) thousand have been expensed through profit and loss in H2 2022.

Tangible assets	Machinery and equipment	Other tangible assets	Total
Acquisition value 1.1.	2 667	9	2 676
Acquisition of EasyPractice A/S	3	-	3
Acquisition of Vetera GmbH	60	-	60
FX Rate movements	(69)	(0)	(69)
Increases	399	-	399
Deductions	(210)	-	(210)
Acquisition value 31.12	2 850	8	2 858
Depreciation 1.1.	(1 910)	-	(1 910)
FX Rate movements	94	-	94
Depreciation	(309)	-	(309)
Amortization 31.12.	(2 126)	-	(2 126)
		-	
Net book value	725	8	733

Investments	Other shares	Total
Acquisition value 1.1.	191	191
Acquisition of Nordhealth Germany GmbH	643	643
Acquisition value 31.12.	834	834
Net book value	834	834

5. Investments in group companies

Companies included in Nordhealth Group

	Parent Company	Business office	Ownership %	Functional currency
Nordhealth AS		Molde, Norway		NOK
Nordhealth Oy	Nordhealth AS	Helsinki, Finland	100 %	EUR
Nordhealth Norway AS	Nordhealth Oy	Molde, Norway	100 %	NOK
Nordhealth Sweden AB	Nordhealth Norway AS	Västerås, Sweden	100 %	SEK
Nordhealth Denmark AS	Nordhealth Norway AS	Hinnerup, Denmark	100 %	DKK
Nordhealth Finland Oy	Nordhealth Oy	Helsinki, Finland	100 %	EUR
Navicre Oy	Nordhealth Oy	Oulu, Finland	100 %	EUR
Estonian Net Solutions OÜ	Nordhealth Oy	Tallinn, Estonia	100 %	EUR
Nordhealth USA Inc.	Nordhealth Oy	Denver, USA	100 %	USD
Provet Cloud (UK)	Nordhealth Oy	London, United Kingdom	100 %	GBP
Aspit AS	Nordhealth Oy	Seljord, Norway	100 %	NOK
Aspit Sverige AB	Aspit AS	Gråbo, Sweden	100 %	SEK
EasyPractice ApS	Nordhealth Oy	Copenhagen, Denmark	100 %	DKK
Nordhealth Spain SL	Nordhealth Oy	Barcelona, Spain	100 %	EUR
Nordhealth Italy S.R.L	Nordhealth Oy	Milan, Italy	100 %	EUR
Vetera GmbH	Nordhealth Germany GmbH	Eltville, Germany	100 %	EUR
Nordhealth Germany GmbH	Nordhealth Oy	Munich, Germany	100 %	EUR

6. Acquisitions

On 31 January 2022, Nordhealth completed its acquisition of EasyPractice, a leading cloud-based practice management software provider for therapists.

On 10 March 2022, Nordhealth announced the acquisition of Vetera, a leading veterinary practice management software provider in the DACH region. The acquisition was completed on 1 June 2022.

Had the acquisitions taken place at the beginning of 2022, the Group's pro-forma revenues for the year 2022 would have been EUR 32,208 thousand.

Consideration paid for the acquisitions	2022
Paid in cash	18 293
Contribution in kind	554
Contingent consideration	4 031
Total	22 878

The following assets and liabilities were recognized as a result of the acquisitions:	
Investments	643
Intangible assets	1 020
Tangible assets	63
Non-current financial assets	64
Current assets	457
Cash balance	835
Non-current liabilities	(1 008)
Current liabilities	(2 149)
Goodwill	22 953
Total	22 878

On 1 April 2021, the Group completed the acquisition of Novasoft A/S. On 1 June 2021, Nordhealth completed the acquisition of Aspit AS. The companies have been consolidated in to Nordhealth Group from the date of closing.

Aspit AS is a leading supplier of electronic patient record systems (EHR) and IT operations to the healthcare sector in Norway with more than 6,000 therapists using Aspit's cloud-based Software as a Service ("SaaS") products. Aspit also provides IT-operational services to several municipalities in Norway. Aspit is headquartered in Seljord and had at the time of acquisition 55 employees. Aspit's EHR systems have established a leading position within the psychotherapy market with the product Psykbase, and the physiotherapy/chiropractor markets with the product Physica.

Novasoft A/S is a SaaS based practice management software for veterinaries in Denmark with 7 employees at the time of acquisition.

Had the acquisitions taken place at the beginning of 2021, the Group's pro-forma revenues for the year 2021 would have been EUR 23,874 thousand.

Consideration paid for the acquisitions	2021
Paid in cash	41 274
Transferred liabilities	269
Total	41 543

The following assets and liabilities were recognized as a result of the acquisitions:

Tangible assets	503
Non-current financial assets	221
Current assets	1 862
Cash balance	622
Current liabilities	(2 592)
Goodwill	40 927
Total	41 543

7. Equity and shares

Statement of changes in equity

	Share capital	Share premium	Translation reserve	Retained earnings	Total Equity
Equity 11.2022	7 829	108 886	1 610	(3 819)	114 506
Profit (loss) for the period	-	-	-	(14 159)	(14 159)
Increase of share capital	19	514	-	-	533
Translation reserve	-	-	(2 144)	-	(2 144)
Total Equity 30.6.2022	7 848	109 400	(534)	(17 978)	98 735

* Costs include financial and legal assistance in carrying out activities related to transactions structure, market valuation, listing and other similar assistance.

On 17 February 2022, Extraordinary General Meeting of Nordhealth AS was held. In this meeting, Board of Directors was granted an authorisation to increase the share capital by issuance of new shares and an authorisation to acquire own shares. In accordance with Section 9-4 of the Companies Act, the board is granted an authorisation to acquire own shares on behalf of the Company with a total nominal value of up to NOK 7,999,999, i.e., up to 7,999,999 shares.

The maximum amount which can be paid for each share is NOK 50 and the minimum is NOK 1. The authorisation was valid until the Annual General Meeting in 2022, held on 2 June.

On 6 April 2022, it was resolved by the Board of Directors to increase share capital by NOK 191,747, divided into 191,747 Class A shares, each with nominal value of NOK 1.00. Following registration of the share capital increase on 4 May 2022, the Company has a share capital of NOK 80,191,746, divided into 45,191,747 Class A shares and 34,999,999 Class B shares, each with nominal value of NOK 1.00. The Company's shares are divided into two share classes. Only the A-shares are subject to trading in the Euronext Growth Marketplace. A-shares carry one vote and equal rights in all respects, including rights to dividends. All A-shares are freely transferable. B-shares are unlisted shares. Each B-share carries 10 votes per share and may at any time, at the option of the holder, be converted into an A-share. If the Unlisted Shares constitute less than 5% of the outstanding number of shares in the Company, they will automatically be converted to A-shares.

On 2 June 2022, Annual General Meeting of Nordhealth AS was held. In this meeting, Board of Directors was granted an authorisation to increase the share capital by issuance of new shares and an authorisation to acquire own shares. In accordance with Section 9-4 of the Companies Act, the board is granted an authorisation to acquire own shares on behalf of the Company with a total nominal value of up to NOK 8,019,174.60 i.e., up to 8,019,174 shares by issuance of new shares and to acquire treasury shares for an amount of up to NOK 12,028,761.90 i.e., up to 12,028,761 shares. The maximum amount which can be paid for each share is NOK 50 and the minimum is NOK 1. These authorizations replaced the previous authorizations issued at the EGM held on 17 February 2022.

Investor	A-shares	B-shares	Number of total shares	% of total	Type	Country
J.P. Morgan SE	4 956 027	29 742 998	34 699 025	43 %	Nominee	Luxembourg
State Street Bank and Trust Comp	6 494 310	0	6 479 310	8 %	Nominee	US
Nordnet Bank AB	965 321	5 084 866	6 050 187	8 %	Nominee	Sweden
FJARDE AP-FONDEN	3 500 000	0	3 500 000	4 %	Ordinary	Luxembourg
Goldman Sachs & Co. LLC	3 343 148	0	3 343 148	4 %	Nominee	US
GOLDMAN SACHS BANK EUROPE SE	3 290 000	0	3 290 000	4 %	Nominee	Germany
SKANDINAVISKA ENSKILDA BANKEN AB	1 918 539	0	1 918 539	2 %	Nominee	Luxembourg
Avanza Bank AB	1 813 287	0	1 813 287	2 %	Nominee	Sweden
Skandinaviska Enskilda Banken AB	1 588 236	0	1 588 236	2 %	Nominee	Luxembourg
Morgan Stanley & Co. Int. Plc.	1 485 717	0	1 485 717	2 %	Nominee	UK
Total number owned by top 10	29 339 585	34 827 864	64 167 449	80 %		
Total number of shares	45 191 747	34 999 999	80 191 746	100 %		

8. Non-current liabilities

All other non-current liabilities fall due within less than five years.

	2022	2021
Other non-current liabilities	270	775
Total	270	775

Other non-current liabilities comprise of an earn-out debt relating to Novasoft acquisition amounting to EUR 269 thousand.

9. Other current liabilities

Other current liabilities comprise of an earn-out debt relating to EasyPractice acquisition amounting to EUR 4,033 thousand.

	2022	2021
Other current liabilities	5 882	1 662
Total	5 882	1 662

Key definitions

Alternative performance measures

To enhance the understanding of Nordhealth's performance, Nordhealth presents certain measures and ratios considered as Alternative Performance Measures (APMs) as defined by the European Securities and Markets Authority and should not be viewed as substitute for any financial measures (IFRS or other legislation). The APMs include, but not limited to, Annual Recurring Revenue (ARR), organic revenue, adjusted revenue, recurring revenue, adjusted recurring revenue, EBITDA, and adjusted EBITDA. These APMs are presented as Nordhealth considers them to be important supplemental measures to understand the overall picture of revenue and profit generation in Nordhealth's operating activities.

ARR

is the value of recurring revenue of software subscriptions that has been normalised for a single calendar year. These include all active subscriptions and subscriptions that have been signed but not yet implemented. ARR also includes the annualised value of volume-based transactions (e.g., SMS messages) based on their latest calculation period value as well as rebates from third parties (e.g., payment solution providers).

Adjusted EBITDA

is revenue less all operating expenses excluding depreciation and amortization, M&A and equity funding transactions, other similar non-recurring items, and changes in contingent consideration.



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