



Q2 2025

# Keystone Q2 2025 Results

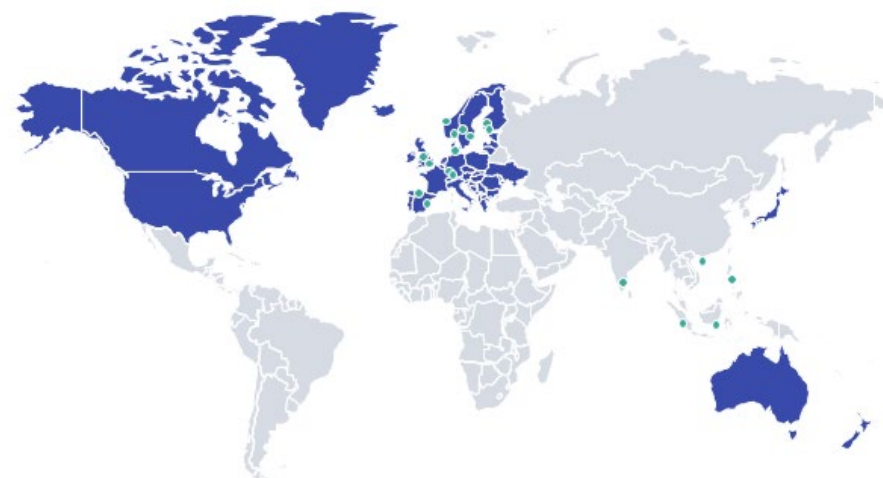


**KEYSTONE**  
EDUCATION GROUP

# About Keystone

- Keystone is the global leader in digital student recruitment, helping over 5,000 education institutions reach, recruit and enroll prospective students in more than 190 countries across their global network
- Keystone was formed in 2021 through the merger between Keystone Academic Solutions and Educations Media Group but has roots back to 2002 when Education Media Group was founded
- The group has +850 people across the world and helps around 100m students every year in their student journey to enrollment
- Keystone offers education institutions an end-to-end solution across the entire student recruitment value chain, from marketing to application management and enrolment
- Keystone currently has a ~90% market share in the Nordics, a ~30% market share in the UK and a 6% market share global.

● Office / Sub-contractor



## Selected customers

**Berkeley**  
UNIVERSITY OF CALIFORNIA

**IGR-IAE** RENNES  
Ecole Universitaire de Management

**ESCP**  
BUSINESS SCHOOL

**UNIVERSITY OF CAMBRIDGE**

**Frankfurt School**  
of Finance & Management  
German Excellence. Global Relevance.

**LSE**



**HARVARD**  
UNIVERSITY

**EM** Strasbourg  
BUSINESS SCHOOL

**IED** Institute of  
Economic  
Development  
Inspiring people - Improving places

**PURDUE**  
KRANNERT  
SCHOOL OF MANAGEMENT

**ROME BUSINESS SCHOOL**  
BETTER MANAGERS  
FOR A BETTER WORLD

**eul Business School**

**Utrecht University**

# Highlights

- Search interest for the UK continues to increase, and UK applications are up double-digit although the UK market is still recovering from the 20% drop in enrolments in 2024.
- The challenging US market had a negative impact on Q2-25 for both Search & Discovery and Enrolment Services. The conflict between the federal government and the higher education sector in the US has negatively affected US enrollments and US school's investments during the spring, culminating in a global student VISA application halt during Q2. Visa processing is now active again, and we see more positive signs from the market, but expect the US market to remain challenging in the short term.
- We are continuing to invest in future growth and EBITDA margin expansion despite the market headwinds that have short-term effects on Keystone.
- Bond listing process on Nasdaq Stockholm progressing as planned and expected to be completed in early October.
- Oberon Co-invest I AB new investor and holds 8% of KEG shares through a secondary transaction.

## Key Figures

IFRS Proforma, USDm	Q2-25	Q2-24	H1-25	H1-24
Search & Discovery	11.6	12.2	24.3	25.7
Enrolment Services	5.9	6.4	12.9	13.5
<b>Revenues</b>	<b>17.5</b>	<b>18.6</b>	<b>37.2</b>	<b>39.2</b>
CoS	(1.6)	(1.9)	(3.4)	(3.5)
<b>Gross Profit</b>	<b>15.9</b>	<b>16.7</b>	<b>33.8</b>	<b>35.7</b>
%	91%	90%	91%	91%
Sales & Delivery	(11.8)	(11.3)	(22.6)	(22.7)
Support Functions (Tech & Product)	(2.0)	(1.6)	(3.9)	(3.4)
G&A	(2.7)	(2.1)	(4.8)	(4.0)
<b>SG&amp;A</b>	<b>(16.5)</b>	<b>(15.0)</b>	<b>(31.3)</b>	<b>(30.1)</b>
<b>EBITDA (Adj.)</b>	<b>(0.7)</b>	<b>1.8</b>	<b>2.5</b>	<b>5.7</b>
%	-4%	10%	7%	14%
Capex	(1.2)	(1.0)	(2.2)	(2.0)
Special items	(0.3)	(0.7)	(0.8)	(1.2)
IFRS Non-Proforma, USDm	Q2-25	Q2-24	H1-25	H1-24
Search & Discovery	11.6	12.2	24.3	25.8
Enrolment Services	5.9	6.2	12.9	11.5
<b>Revenues</b>	<b>17.5</b>	<b>18.4</b>	<b>37.2</b>	<b>37.2</b>
<b>EBITDA (Adj.)</b>	<b>(0.7)</b>	<b>1.8</b>	<b>2.5</b>	<b>5.2</b>
%	-4%	10%	7%	14%

# Comments to Q2-25

As also mentioned in the Q1-25 report, there are headwinds in the market that influence Keystone short-term. The Group's revenues for Q2-25 amounted to USD 17.5 compared to USD 18.4 million in Q2-24. The organic underlying growth in revenues was negative 6%, while non-proforma (reported) growth was negative 5%. The negative policy changes coming out of key countries such as Australia, Netherlands, UK, Canada and USA are reducing international student numbers having negative impact on the global higher education market. Despite this, the robust subscription business model and the strong market position and diversified revenue streams limits downside for Keystone, although the strong market position also impacts ability to grow when enrollment numbers are decreasing in leading markets. Despite these challenges, the demand for education remains stronger than ever, with an increasing number of students seeking education opportunities both domestically and internationally.

We are managing costs carefully in a challenging market but are continuing to invest to build stronger market position. Adjusted proforma EBITDA in Q2-25 were negative USD 0.7 million, down from positive USD 1.8 million last year. The reason for the drop in EBITDA margin was USD 0.8 million drop in revenues due to the current market situation affecting our growth, together with USD 1.7 million cost increase mainly due to accelerating our work on platform integration and AI and the ongoing geographical expansion of our Enrolment

Services. Our most important growth investments are within these four areas:

- Platform integration
- AI transformation
- Geo expansion
- Traffic growth

The platform integration work continued in second quarter and is still showing positive results. This consolidation enables faster product development, reduced operating costs, and a more unified customer experience. The growth on educations.com is showing great numbers in organic visibility and traffic. We are not only increasing traffic but also get traffic to our site(s) with higher intent to convert.

With more than 20 years' experience adapting to new technologies and leading innovation in our industry, Keystone is embracing AI as an opportunity to further strengthen our global position. We are investing in AI to improve products and support revenue growth, and to automate tasks and processes to increase efficiency and support margin expansion. Our Initiatives include AI student counsellor, AI agentic solutions supporting education application process, enriched content for students to help with selection, matchmaking based on student personalization, propensity models based on proprietary data predicting enrollment and graduations success rates for students. Keystone have unrivaled datasets based off more than 100 million student users per year for the last decade coupled with detailed



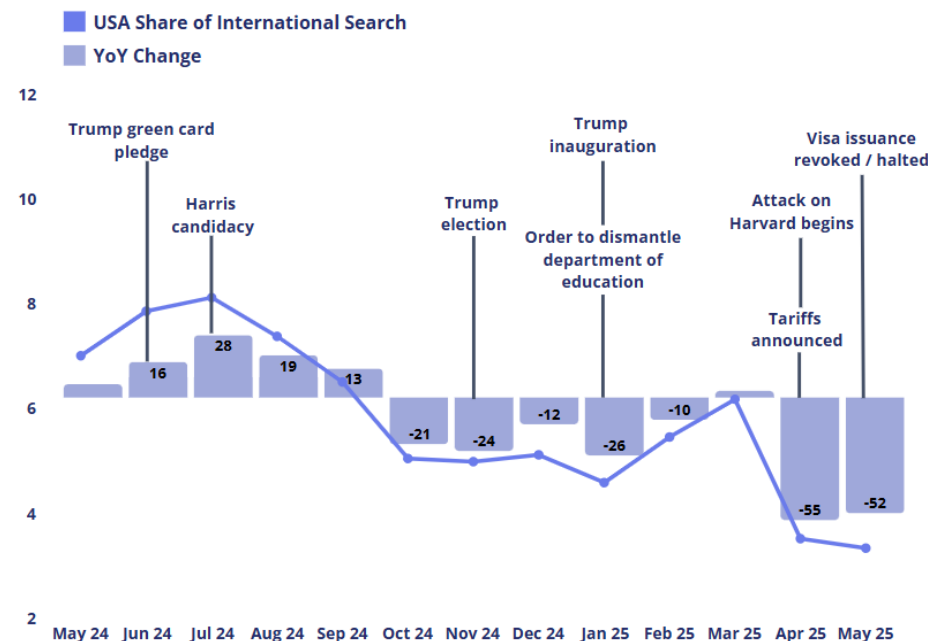
enrollment data from our Enrolment Service business which will be crucial in our AI projects.

## Market outlook

International student mobility and interest is gradually shifting from the 'big four' (US, Canada, Australia, UK) to the big ten, which includes several key European markets such as Germany, France, Spain and Italy. Over the coming years, we expect these shifts to benefit Keystone with our strong position in Europe.

Negative policy changes or proposals coming out of key countries such as Australia, Canada, and, particularly, the US may disrupt some international recruitment trends. The challenging US market had a negative impact in Q2-25 for both Search & Discovery and Enrolment Services. Conflict between the federal government and the higher education sector in the US has negatively affected US enrollments and US schools' investments during the spring, culminating in a global student VISA application halt during Q2. Visa processing is now active again, and we see more positive signs from the market, but expect the US market to remain challenging in the short term. Keystone's report State of Student Recruitment show more than 50% reduced interest to USA and that 35% of students intend to postpone studies, 30% chose another study destination while 35% responds they are not affected.

## How has international interest in the USA shifted?



However, we are seeing several positive leading indicators for return to growth:

- Search interest for the UK continues to increase, and UK applications are up double-digit although the UK market is still recovering from the 20% drop in enrolments in 2024. More than 25% of Keystone's revenues are in the UK.
- Audience growth and customer value are increasing across Keystone's Search & Discovery business in Q2-25.

- Traffic to international student recruitment and professional training websites continues to grow, with notable increases year over year as of June.
- We are seeing continuing lead generation growth on our platforms.
- We are continuing to invest in future growth and EBITDA margin expansion despite the market headwinds that have short-term effects on Keystone. We are and will continue investing in geographic expansions both organically and via M&A to further diversify our revenue streams and fuel growth.

The long-term growth trajectory is very strong. The number of students in higher education globally have grown from 100 million in 2000 to 250 million in 2022 and is expected to grow to ~350 million over the coming years. The growth is expected to come mainly in Africa & Asia driven by population and growth in GDP per capita. Our strategy will continue to focus on organic growth and strategic acquisitions while maintaining our high R&D spending to drive change and improvement in the industry using technology.

Keystone strategy will continue to be guided by the following principles:

- Deliver profitable growth
- Invest in technology to continuously improve our products and provide better services to students and schools
- Make acquisitions in new markets or new products/services to reach more students and provide better local enrollment services

- Combine Enrollment Services with Search & Discovery to create a seamless flow for the students
- Offer a valuable digital journey combined with personal guidance to help the student enroll at the right school and program
- Consolidate a streamlined product line that scales globally across our customers
- Lead the industry with dedication and passion guided by our vision and mission.

## Financial review

These consolidated financial statements comprise Keystone Academic Solutions AS (bond issuer) (referred to as the “Company” or “parent”) and its subsidiaries (referred to as “the Group” or “Keystone Education Group”).

The consolidated financial statements for the Group are presented in United States Dollars (USD). Unless otherwise stated, all financial information has been rounded to the nearest thousand, and figures in brackets represent figures for same period 2024.

Please note that the consolidated financial statements are prepared on the basis of IFRS and do not reflect proforma adjustments for

acquisitions done during the year. Please refer to note 5 for a reconciliation of proforma adjustments.

### Revenue

The Group’s revenues for Q2-25 amounted to USD 17.5 compared to USD 18.4 million in Q2-24. The organic underlying growth in revenues was negative 6%, while non-proforma (reported) growth was negative 5%. The negative growth in revenues was impacted by the current headwinds in the market. The challenging US market especially had a negative impact on Q2-25 for both Search & Discovery and Enrolment Services, as explained above.

66 (66) percent of Group revenue was from Search and discovery, while 34 (34) percent was from Enrollment Services.

#### Disaggregation of revenue Q2 2025 and YTD 2025

<i>USD thousands</i>	Search & Discovery	Enrolment Services	Q2 2025	Search & Discovery	Enrolment Services	YTD 2025
UK	2 345	2 590	4 935	4 836	5 158	9 994
Continental Europe	4 371	21	4 392	9 324	51	9 375
Nordics	2 979	156	3 134	6 172	390	6 562
US	1 248	1 963	3 211	2 559	4 360	6 919
Other	676	1 191	1 867	1 382	2 985	4 368
Revenue from contracts with customers	11 619	5 920	17 539	24 274	12 945	37 219
Recurring revenues	8 582	2 724	11 306	16 611	5 462	22 073
Re-occurring revenues	2 935	-	2 935	7 112	-	7 112
Total over time revenue recognition	11 517	2 724	14 241	23 722	5 462	29 185
Other revenues	103	3 196	3 298	552	7 482	8 034
Total point in time revenue recognition	103	3 196	3 298	552	7 482	8 034

#### Disaggregation of revenue Q2 2024 and YTD 2024

<i>USD thousands</i>	Search & Discovery	Enrolment Services	Q2 2024	Search & Discovery	Enrolment Services	YTD 2024
UK	2 269	2 287	4 556	4 879	4 902	9 782
Continental Europe	5 072	18	5 090	10 314	50	10 364
Nordics	2 675	180	2 855	6 108	180	6 288
US	1 431	2 278	3 709	2 918	4 923	7 841
Other	767	1 384	2 152	1 563	1 391	2 955
Revenue from contracts with customers	12 213	6 148	18 361	25 782	11 447	37 229
Recurring revenues	7 884	2 478	10 363	16 488	5 281	21 769
Re-occurring revenues	4 196	-	4 196	8 561	-	8 561
Total over time revenue recognition	12 080	2 478	14 559	25 049	5 281	30 330
Other revenues	133	3 669	3 802	734	6 165	6 899
Total point in time revenue recognition	133	3 669	3 802	734	6 165	6 899



## Operational Cost

Operating expenses (excluding depreciation and amortization and non-recurring costs) amounted to USD 18.2 million in Q2-25, compared to USD 16.6 million in Q2-24. Costs are being managed carefully in a challenging market, while we are increasing focus in areas and on investments that will fuel growth. Around 70% of the SG&A cost base in the Keystone Education group is FTE-related. A big part of the cost increase is due to accelerating our work on platform integration and AI and the ongoing geographical expansion of our Enrolment Services.

Non-recurring costs amounted to USD 0.4 million in Q2-25 and USD 0.7 million in Q2-24. In 2025, this was mainly related to listing of the bond.

## EBITDA

The Group reported adjusted EBITDA (excluding non-recurring items) of negative USD 0.7 million for Q2-25, compared to positive USD 1.8 million in Q2-24. The adjusted EBITDA margin was negative 4% in Q2-25 compared to positive 10% in Q2-24. The reason for the drop in EBITDA margin was USD 0.8 million drop in revenues due to the current market situation affecting our growth, together with USD 1.7 million increased costs as explained above.

We are continuing to invest in future growth and EBITDA margin expansion despite the market headwinds that have short-term effects on Keystone. We are and will continue investing in geographic expansions both organically and via M&A to further diversify our revenue streams and fuel growth.

## Depreciation, amortization, and impairment

Depreciation and amortization totalled USD 2.5 million in Q2-25 compared to USD 2.1 million last year. Most of this is related to amortization of goodwill and other intangibles related to acquisitions. No impairment was recognized in Q2-25 or Q2-24. Please refer to 2024 Annual Report on [keg.com/investor-relations](https://www.keg.com/investor-relations) for more information on impairment testing. There are no changes in assumptions or sensitivities. A secondary transaction was also completed bringing in Oberon as one of the top investors at 8% ownership which support the book value of equity.

## Net financial items

Total finance income amounted to negative USD 2.9 million in Q2-25 (positive 0.8). This is due to reclassification of foreign exchange gains and losses with net zero effect on the profit and loss.

Total finance costs were USD 4.4 million (2.7), comprising both interest on debt and interest on financial leases under IFRS 16. Total interest expenses were USD 3.6 million in Q2-25 compared to USD 2.3 million in Q2-24. This is due to higher interest-bearing liabilities as a part of the EUR 100m bond issue in January 2025. Interest-bearing liabilities were USD 117.1 million (121.9 million including IFRS 16 lease liabilities) in Q2-25 compared to USD 73.6 million (USD 78.3 million including IFRS 16 lease liabilities) in Q2-24. Please note that USD 3.4 million of YTD 2025 interest expenses are related to the old financing arrangement where most of this is refinancing costs (make-whole interests).

## Profit/loss

The net loss was USD 11.9 million in Q2-25, compared to USD 3.6 million in Q2-24.

## Cash flow and investments

The Group had a positive operating cash flow of USD 1.4 million in Q2-25, compared to USD 1.6 million in Q2-24. The variance between the operating cash flow of USD 1.4 million and EBITDA (unadjusted) of negative USD 1.0 million in Q2-25 is explained by positive working capital movements of USD 4.0 million and paid income taxes of USD 1.6 million.

Cash outflow from investing activities amounted to USD 1.2 million for Q2-25, compared to USD 9.2 million in Q2-24. Investing activities mainly relate to acquisition of companies, including settlement of earnout liabilities. Capital expenditures accounted for USD 1.2 million (1.0) of the cash outflows from investing activities and relates to capitalized research and development.

The net cash flow from financing activities in Q2-25 was an outflow of USD 2.4 million, compared to a cash inflow of USD 8.7 million in the same period last year. Interest payments amounted to USD 2.1 million in Q2-25 and 2.1 million in Q2-24.

## Funding

The company's cash position was USD 43.3 million at the end of Q2-25, compared to USD 18.3 million at the end of Q2-24.

In January 2025, Keystone Education Group refinanced its debt at significantly better terms through a 4-year senior secured bond issue of EUR 100 million. This new funding will enable Keystone to continue investing in its platforms – driving growth and innovation in the education sector. This new financial backing enables us to better support students and schools, allowing us to double down on improving the student experience, enhancing matchmaking, and advancing AI-driven student guidance. Additionally, we will continue our acquisition strategy, expanding our portfolio and bringing even more value to students and our customers worldwide. The bond issue attracted significant interest from a broad range of high-quality Nordic institutional investors.

Given the current activity level and financial forecasts, the company will have sufficient liquidity through 2025, and there are no maintenance covenants in the bond loan. The financial forecast is subject to certain risk factors.

## Interim condensed consolidated statement of comprehensive income

USD thousands	Note	Q2 2025	Q2 2024	YTD 2025	YTD 2024
<b>Revenue</b>					
Net revenue from contracts with customers		17 539	18 361	37 219	37 229
<b>Operating expenses</b>					
Cost of services	3	(1 634)	(1 763)	(3 370)	(2 731)
Personnel expenses		(12 609)	(11 677)	(23 966)	(22 956)
Depreciation and amortization expenses		(2 470)	(2 110)	(4 764)	(4 274)
Other operating expenses		(3 939)	(3 180)	(7 329)	(6 402)
Total operating expenses		(20 651)	(18 729)	(39 429)	(36 362)
Operating profit ("EBIT"), excluding non-recurring items		(3 112)	( 369)	(2 210)	867
Business combinations and restructuring costs		( 367)	( 657)	( 902)	(1 126)
Operating profit ("EBIT")		(3 479)	(1 025)	(3 112)	( 259)

USD thousands	Note	Q2 2025	Q2 2024	YTD 2025	YTD 2024
<b>Finance income and costs</b>					
Finance income		(2 941)	789	1 296	1 581
Finance cost		(4 391)	(2 742)	(9 617)	(6 100)
Interest, FX, and change in fair value of contingent consideration (earn-outs)		62	78	177	(1 861)
Net finance income/(costs)	4	(7 270)	(1 876)	(8 144)	(6 380)
Net profit/(loss) before income tax		(10 749)	(2 901)	(11 257)	(6 639)
Income tax expense		(1 105)	( 674)	(1 103)	(1 031)
<b>Net profit/(loss)</b>		<b>(11 854)</b>	<b>(3 575)</b>	<b>(12 360)</b>	<b>(7 670)</b>
<b>Other comprehensive income that may be reclassified to profit or loss on subsequent periods (net of tax)</b>					
Exchange differences on translation of foreign operations		37	9	-	-
<b>Total comprehensive income/loss</b>		<b>(11 817)</b>	<b>(3 565)</b>	<b>(12 360)</b>	<b>(7 670)</b>

## Interim condensed consolidated statement of financial position

<i>USD thousands</i>	<b>Note</b>	<b>30-June 2025</b>	<b>30-June 2024</b>
<b>Non-current assets</b>			
Intangible assets		185 791	171 092
Right of use assets		4 525	4 555
Property, plant, and equipment		666	765
Deferred tax assets		122	437
Other non-current assets		1 603	603
Total non-current assets		192 707	177 452
<b>Current assets</b>			
Cash and cash equivalents		43 333	18 265
Trade receivables		15 221	15 737
Other current assets		5 609	3 920
Total current assets		64 163	37 922
Total assets		256 870	215 374

<i>USD thousands</i>	<b>Note</b>	<b>30-June 2025</b>	<b>30-June 2024</b>
<b>Equity</b>			
Equity attributable to owners of the company		76 013	84 475
Non-controlling interests		20	2
Total equity		76 033	84 476
<b>Non-current liabilities</b>			
Interest bearing liabilities		117 127	73 620
Lease liabilities		3 939	3 937
Deferred tax liability		10 495	10 609
Other non-current liabilities	5	4 874	5 142
Non-current contingent consideration liabilities		-	5 048
Total non-current liabilities		136 434	98 357
<b>Current liabilities</b>			
Trade payables and other payables		2 243	2 893
Deferred revenue		22 386	18 137
Taxes payable		1 518	732
Current portion of lease liabilities		827	752
Other current liabilities		12 158	6 983
Current contingent consideration liabilities	5	5 271	3 042
Total current liabilities		44 403	32 541
Total liabilities		180 838	130 898
Total equity and liabilities		256 870	215 374

## Interim condensed consolidated statement of changes in equity

<i>USD thousands</i>	<i>Note</i>	<b>Q2 2025</b>	<b>Q2 2024</b>	<b>YTD 2025</b>	<b>YTD 2024</b>
<b>Opening balance</b>		<b>82 327</b>	<b>87 819</b>	<b>78 374</b>	<b>86 073</b>
<b>Comprehensive income/(loss)</b>					
Profit/(loss) for the period		(11 854)	(3 575)	(12 360)	(7 670)
Other comprehensive income/(loss) for the period		37	9	-	-
Total comprehensive income/(loss) for the period		(11 817)	(3 565)	(12 360)	(7 670)
<b>Contributions by and distributions to owners</b>					
Issuance of ordinary shares related to business combinations		-	-	-	6 922
Issuance of ordinary shares related to incentive program		-	102	-	196
Share-based payment transactions		(7)	17	3	34
Total contributions by and distributions to owners		(7)	119	3	7 151
<b>Other changes to equity</b>					
Translation of equity components		5 559	98	10 021	(1 081)
Other changes		(29)	6	(4)	3
Total other changes to equity		5 530	104	10 016	(1 078)
<b>Balance 30 June</b>		<b>76 033</b>	<b>84 476</b>	<b>76 033</b>	<b>84 476</b>



## Interim condensed consolidated statement of cash flow

<i>USD thousands</i>	<i>Note</i>	<b>Q2 2025</b>	<b>Q2 2024</b>	<b>YTD 2025</b>	<b>YTD 2024</b>
<b>Cash flows from operating activities</b>					
Net profit/(loss) before income tax		(10 749)	(2 901)	(11 257)	(6 639)
Income taxes paid		(1 587)	( 768)	(2 688)	(1 694)
<i>Adjustments for:</i>					
Depreciation, amortisation and impairment		2 470	2 110	4 764	4 274
Net finance costs		7 270	1 876	8 144	6 380
<i>Working capital changes:</i>					
Changes in trade receivables, trade and other payables		( 880)	( 232)	1 352	417
Changes in other operating working capital		4 877	1 542	1 185	461
Net cash from operating activities		1 401	1 626	1 500	3 198

<i>USD thousands</i>	<i>Note</i>	<b>Q2 2025</b>	<b>Q2 2024</b>	<b>YTD 2025</b>	<b>YTD 2024</b>
<b>Cash flows from investment activities</b>					
Acquisition of equipment		( 59)	( 36)	( 91)	( 147)
Capitalized Research & Development		(1 162)	( 973)	(2 115)	(1 903)
Payment for acquisitions of subsidiaries, net of cash ac		-	(8 220)	-	(14 364)
Net cash from investment activities		(1 221)	(9 229)	(2 206)	(16 414)
<b>Cash flow from financing activities</b>					
Proceeds from issuance of shares - incentive		-	102	-	196
Net payments from new loans		-	11 048	104 707	20 767
Down payments of interest-bearing liabilities		-	-	(71 437)	-
Interest paid bond		(2 111)	-	(2 111)	-
Interest paid previous financing arrangements		-	(2 134)	(3 439)	(3 774)
Principal payment of lease liabilities		( 318)	( 344)	( 592)	( 660)
Proceeds from minority shareholders		-	20	-	20
Net cash to/from financing activities		(2 429)	8 691	27 128	16 549
Net change in cash and cash equivalents		(2 249)	1 088	26 422	3 333
Currency effects on cash		2 105	7	4 685	( 544)
Cash and cash equivalents at period start		43 478	17 170	12 227	15 475
Cash and cash equivalents at period end		43 333	18 265	43 333	18 265

# Notes to the interim condensed consolidated financial statements Q2-25

1. General information
2. Summary of significant accounting policies
3. Cost of services
4. Finance income and costs
5. Provisions, contingent liabilities, and contingent consideration liabilities from business combinations
6. Alternative Performance Measures (APM)

## 1. Company information

The Group delivers services to higher education institutions and prospective students to help the student connect and find the right education. Keystone Education Group (“KEG”) consists of Keystone Academic Solutions AS (bond issuer) and its subsidiaries. Keystone Academic Solutions AS is a limited liability company incorporated in Norway. The Company’s registered office is at Rolfsbuktveien 4D, 1364 Fornebu, Norway. The consolidated financial statements of Keystone Academic Solutions AS (referred to as the “Company” or the “Parent Company”) incorporates the financial statements of the Company and its subsidiaries, collectively referred to as the “Group”.

The following subsidiaries are included in the consolidated financial statements:

Company name	Country of incorporation	Ownership and voting share interest
Keystone Academic Solutions AS	Norway	
Find A Solutions Ltd	UK	100%
Find a University Ltd	UK	100%
Keystone Sports AS	Norway	100%
Keystone Sports GmbH	Germany	100%
Uni-Quest LTD	UK	100%
UniQuest, Inc	USA	100%
Athletes Global Management Sports, S.L.	Spain	100%
Keystone Education Group AB	Sweden	100%
EMG-Educations Media Group AB	Sweden	100%
Blueberry College & Universitet AB	Sweden	100%
Find Courses PRO AB	Sweden	100%
Keystone Group APS	Denmark	100%
Studentum AS	Norway	100%
Kursfinder GmbH	Germany	100%
Keystone Education Group OY	Finland	100%
The Alliance App	UK	68%
Future Elite Sports Ltd	UK	100%
Future Elite Players Ltd	UK	100%
Icon Sports SL	Spain	100%
TarGroup Media GmbH	Germany	100%
Edunation Oy	Finland	100%
Asia Exchange Oy	Finland	100%
Edunation HK Limited	Hong Kong	100%
Asiabroad Limited	Hong Kong	100%
UniQuest conversion services private limited	India	100%

## 2. Summary of significant accounting policies

### 2.1 Basis of preparation

The interim condensed consolidated financial statements of the Group have been prepared in accordance with IAS 34 Interim Financial Reporting as issued by the International Accounting Standards Board (IASB) and adopted by the EU. The interim financial statements do not include all of the information and disclosures required for a complete set of financial statements and should be read in conjunction with the consolidated financial statements of the Group for the year ended December 31, 2024. The interim financial statements have not been subject to audit or review.

The interim financial statements are presented in US dollars (USD), unless otherwise stated. As a result of rounding differences, amounts and percentages may not add up to the total.

### 2.2 Accounting policies and critical accounting estimates

#### Accounting policies

The accounting policies adopted in the preparation of the interim financial statements are consistent with those followed in the preparation of the Group's consolidated financial statements for the

year ended December 31, 2024 (available at [keg.com/investor-relations](http://keg.com/investor-relations)).

#### Critical accounting estimates

The preparation of interim financial statements requires Management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

In preparing these condensed interim financial statements, the significant judgments made by Management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those applied to the consolidated financial statements for the year ended December 31, 2024.

### 3. Cost of services

#### Specification of cost of services

Cost of services are all the direct costs associated with running or performing the customer services including direct marketing, event, project, cost for courses, and other costs.

<i>USD thousands</i>	<b>Q 2025</b>	<b>Q2 2024</b>	<b>YTD 2025</b>	<b>YTD 2024</b>
External services	(332)	(145)	(647)	(286)
Marketing	(332)	(423)	(620)	(785)
Events and project costs	(26)	(29)	(355)	(130)
Hosting	(147)	(157)	(298)	(377)
Other	(797)	(1 009)	(1 450)	(1 153)
Total	(1 634)	(1 763)	(3 370)	(2 731)

External services include payment of for external courses and items such as Google Ads and Meta marketing that are part of or empower products.

### 4. Finance income and costs

#### Specification of finance income and costs

The Group's other finance income and other finance costs mainly relate to gains and losses on foreign exchange from translation difference.

<i>USD thousands</i>	<b>Q2 2025</b>	<b>Q2 2024</b>	<b>YTD 2025</b>	<b>YTD 2024</b>
Interest income	462	244	533	369
Foreign exchange gains	(3 402)	545	762	1 212
Finance income	(2 941)	789	1 296	1 581
Interest expense bond	(3 552)	-	(3,552)	-
Interest expense previous financing arrangements	-	(2 296)	(3 428)	(4 334)
Other interest expense	(172)	-	(591)	-
Foreign exchange losses	(198)	(350)	(1 159)	(1 593)
Other finance costs	(469)	(96)	(887)	(173)
Finance costs	(4 391)	(2 742)	(9 617)	(6 100)
Interest, FX, and change in fair value of contingent consideration (earn-outs)	62	78	177	(1 861)
Net finance costs	(7 270)	(1 876)	(8 144)	(6 380)



## 5. Provisions, contingent liabilities, and contingent consideration liabilities from business combinations

As of June 2025, KEG has recognized contingent considerations of EUR 4.5 million (USD 5.3m) that has been paid in July 2025. In addition to these contingent liabilities, EUR 4.1 million (USD 4.8m) in sellers' credit is recognized as other long-term liabilities (to be paid January 2026), and EUR 2.2 million (USD 2.6m) in delayed consideration for an acquisition done in 2024 is booked as other short-term liabilities. This was paid in July 2025 with EUR 2.3 million.

## 6. Alternative Performance Measures (APM)

Alternative performance measures, i.e., financial performance measures not within the applicable financial reporting framework, are used by Keystone to provide supplemental information, by excluding items that, in Keystone's view, does not give an indication of the periodic operating results of the Company. Financial APMs are intended to enhance comparability of the results and cash flows from period to period. APM used are:

- Adjusted EBITDA: earnings before financial items, tax, depreciation and amortization, business combinations and restructuring costs and share-based payments

- Net cash (debt): Short- and long-term interest-bearing debt adjusted for the Groups liquidity positions. Only the utilized part of the credit facility is included in the calculations.
- Proforma adjustments: Proforma means that all acquired entities are reflected in profit and loss with for the whole reporting period, regardless of when they were acquired. We use proforma numbers to report the underlying organic performance of the business.

### Reconciliation of Adjusted EBITDA

<i>USD thousands</i>	Q2 2025	Q2 2024	YTD 2025	YTD 2024
Operating profit ("EBIT"), excluding non-recurring costs	(3 112)	(369)	(2 210)	867
Share-based payments	(90)	60	(99)	39
Depreciation and amortization expenses	2 470	2 110	4 764	4 274
Adjusted EBITDA	(732)	1 802	2 455	5 179

### Reconciliation of net interest-bearing debt

<i>USD thousands</i>	Q2 2025	Q2 2024	YTD 2025	YTD 2024
Interest-bearing debt	117 127	73 621	117 127	73 621
Cash and cash equivalents	(43 333)	(18 265)	(43 333)	(18 265)
Net interest-bearing debt	73 794	55 356	73 794	55 356

## Reconciliation of proforma numbers

USD thousands	Q2 2025			YTD 2025		
	IFRS non-proforma	Adj.	IFRS proforma	IFRS non-proforma	Adj.	IFRS proforma
Revenues	17 539		17 539	37 219		37 219
Gross profit	15 905		15 905	33 849		33 849
Gross margin	91%		91%	91%		91%
EBITDA	(1 009)		(1 009)	1 652		1 652
EBTIDA adj. (excl. non-recurring items)	(732)		(732)	2 455		2 455
EBITDA %	-4%		-4%	7%		7%
EBIT	(3 479)		(3 479)	(3 112)		(3 112)

USD thousands	Q2 2024			YTD 2024		
	IFRS non-proforma	Adj.	IFRS proforma	IFRS non-proforma	Adj.	IFRS proforma
Revenues	18 361	290	18 651	37 229	2 007	39 236
Gross profit	16 598	110	16 708	34 498	1 244	35 742
Gross margin	90%	38%	90%	93%	62%	91%
EBITDA	1 085	-	1 085	4 014	500	4 514
EBTIDA adj. (excl. non-recurring items)	1 802	-	1 802	5 179	500	5 679
EBITDA %	10%	0%	10%	14%	25%	14%
EBIT	(1 025)	-	(1 025)	(259)	480	221