

Board of Directors Report

Financial review

These financial statements comprise Keystone Academic Solutions AS ("Keystone" or "the Company"). The financial statements for the Company 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 2023.

Revenue

The Company's revenue for 2024 amounted to USD 19.5 million, compared to USD 19.2 million in 2023. The organic underlying growth in revenues was 1.5%.

Operational Cost

Operating expenses (excluding depreciation and amortization and non-recurring items) amounted to USD 17.9 million in 2024, compared to USD 14.3 million in 2023. This is an increase of 25% compared to an increase in revenues of 1.5%. Around 65% of the cost base in Keystone Academic Solutions is FTE related.

Non-recurring items amounted to USD 0.7 million in 2024 and USD 1.5 million in 2023. Non-recurring items in 2024 mainly consist of restructuring costs and business combinations.

EBITDA

The Company reported adjusted EBITDA (excluding non-recurring items) of USD 1.7 million for 2024, compared to USD 5.0 million in 2023.

Including non-recurring items, the EBITDA for 2024 was USD 0.9 million compared to USD 3.5 million in 2023.

Depreciation, amortization, and impairment

Depreciation, amortization and impairment totaled USD 2.1 million compared to USD 1.9 million last year.

No impairment was recognized in 2024.

Operating results EBIT

The operating result (EBIT) for 2024 showed a loss of USD 1.2 million, compared to a profit of USD 1.5 million in 2023.

Net financial items

Total finance income amounted to USD 7.0 million in 2024 (1.7).

Total finance costs were USD 12.7 million (11.6), comprising both interest on debt and interest on financial leases under IFRS 16. The main reason for the increase in finance costs in 2024 is because of higher interest expenses in 2024 due to increased interest rates and higher debt.

Net finance costs were hence USD 6.4 million in 2024 (4.4).

Profit/loss

Net loss before tax was USD 7.6 million in 2024, compared to a net loss before tax of USD 2.9 million in 2023.

Income tax expense amounted to USD 0.0 million (negative 0.4), and net loss after tax

was USD 7.6 million (2.9). The decrease in income taxes is driven by worsening profitability.

Assets

Total assets for the Company were USD 172.9 million per the end of 2024 compared to USD 171.3 million at the end of 2023.

Goodwill and other intangible assets amounted to USD 3.1 million, versus USD 2.8 million at the end of 2023.

Total non-current assets amounted to USD 166.5 million, compared to USD 158.3 million at the end of 2023.

Cash and cash equivalents amounted to USD 0.7 million at the end of 2024, compared to USD 7.1 million at year-end 2023.

Total current assets amounted to USD 6.4 million at the end of the year, compared to USD 13.0 million at the end of 2023.

Equity and liabilities

The Company's equity amounted to USD 61.0 million at the end of 2024, down from USD 68.4 million at the end of 2023. This is due to booked loss for 2024 and foreign exchange differences on translation of foreign operations (subsidiaries have different functional currency than USD). This is a result of revaluation of non-current assets due to changes in foreign exchange rates and the impairment identified for one of the subsidiaries and is not reflective of the underlying performance of the businesses.

Non-current liabilities amounted to USD 22.3 million at the end of 2024, compared to USD 80.4 million at the end of 2023.

The non-current liabilities comprised interest-bearing liabilities of USD 17.4 million (69.3), lease liabilities of USD 1.1

million (1.3), and contingent liabilities (earn-out) of USD 0.0 million (5.1).

Current liabilities increased to USD 89.6 million from USD 22.5 million at the end of 2023, with trade payables decreasing to USD 0.7 million from USD 1.0 million at year-end 2023. The main reason for the increase in current liabilities is that the borrowings with Ture Invest of 70.6 million did become current and have been settled in January 2025 when Keystone refinanced its debt at significantly better terms through a 4-year senior secured bond issue of EUR 100 million.

Current contingent consideration liabilities at USD 4.9 million (11.6), deferred revenue at USD 6.5 million (7.6), the current portion of lease liabilities at USD 0.1 million (0.1), current tax payable at USD 0.0 million (0.0), and other current liabilities at USD 5.1 million (0.4). The latter comprises salary accruals and other operational accruals.

Cash flow and investments

The Company had a negative operating cash flow of USD 2.9 million in 2024, compared to a positive of USD 10.8 million in 2023.

Cash outflow from investing activities amounted to USD 15.7 million for 2024, compared to USD 23.8 million in 2023. Investing activities mainly relate to acquisition of companies.

Capital expenditure (excluding acquisition of companies) accounted for USD 2.4 million (1.4) of the cash outflows from investing activities and relates mainly to capitalized research and development.

The net cash flow from financing activities was an inflow of USD 12.8 million, compared to a cash inflow of USD 16.4 million in the same period last year.

Cash inflow from loan proceeds was USD 20.8 million in 2024 and 15.9 million in 2023. Interest payments amounted to USD 7.9 million in 2024 and 5.4 million in 2023. The increase is driven by higher debt and higher interest rates.

Funding

The company's cash position was USD 0.7 million at the end of 2024, compared to a cash position of USD 7.1 million at the end of 2023.

Allocation of comprehensive profit

The Board of Directors proposes the following allocation of the reported comprehensive loss: USD 13.9 million transferred to other equity.

Accounting principles

The financial statements of Keystone Academic Solutions have been prepared in accordance with the Norwegian accounting act and regulation on simplified application of international accounting standards (forskrift om forenklet anvendelse av internasjonale regnskapsstandarder – simplified IFRS).

Going concern

In the view of the Board, The Company has a solid financial position. In accordance with Section 3-3a of the Norwegian Accounting Act, the Board are of the opinion that the going concern assumption is appropriate and the accounts are prepared under this assumption.

People and work environment

At Keystone, we expand each individual's capability to be the best they can be. Together, we are creating an environment

that encourages creativity and new paths to success. As per 31 December 2024, the Company had a total of 74 Full Time Equivalents.

The Company works actively to ensure diversity and equal opportunities, and as a result, our workforce consists of talented employees of around 20 different nationalities, and we are proud to say that we no longer feel 'international' - it has become an integral part of who we are.

We are also proud of our gender distribution. 52% of our employees are females and 44% of all management, while there were 40% women in the executive management team. The Company focuses on diversity and equality in its hiring process as these numbers illustrate.

In 2024, the sick leave for the Company was 1.81% compared to 1.79% during 2023. The Company's HR department works systematically to reduce sick leave, through preventive working environment measures and close follow-ups and dialogue of employees on absence. In 2024, no incidents or injuries directly relating to work conducted at the Company's premises were reported. No occupational injuries were reported to the Norwegian Labour Inspection Authority in 2024.

As an employer we have zero tolerance towards all forms of discrimination, harassment, sexual harassment, or degrading treatment. Our Anti-Harassment policy aims to protect everyone at Keystone from unwanted behaviors and provide guidelines to report incidents. During 2024, we had no reported incidents.

In 2022 we launched a whistle blowing tool for external and internal stakeholders to raise a concern in reference to Keystone Education Group's Whistleblowing policy. The purpose of Keystone Education Group's Whistleblowing Policy is to encourage and provide protection to employees, partners,

customers, and other external stakeholders who report illegal or unethical behavior within the organization.

Technology update

At Keystone Education Group, technology is not just a support function but foundational to our mission of connecting every student with the right education opportunity. In an industry still characterized by fragmented, manual processes and limited digitization, our vision is clear: to deliver seamless, data-driven experiences that enable students to discover, apply, and enroll in the programs that best align with their life and career goals.

While digital transformation has reshaped retail, transport, and entertainment sectors, global student recruitment remains behind. Today's students live in a world of instant comparison, personalization, and feedback—yet their education journey often involves outdated systems, unclear guidance, and long response times. At Keystone, we are closing this gap. We are building a fully digital student journey that is fast, intuitive, personalized, and deeply informed by data while giving institutions the tools to adapt, compete, and succeed in this evolving landscape.

Strategic focus areas in 2024

In 2024, we focused our technology investments across three strategic pillars:

1. CREATING INDISPENSABLE DIGITAL DESTINATIONS

We have continued to develop high-performing websites and apps—such as [educations.com](#)—that help millions of students make better-informed decisions about their future. These platforms are built on modern, scalable architecture using AWS, Vercel, Sanity.io, Salesforce, and Kevel. This stack allows us to operate a globally distributed, multilingual digital estate from a single, central platform, achieving

industry-leading performance, reach, and operational efficiency.

2. EXPANDING AND ENRICHING OUR FIRST-PARTY DATA

Our platforms attract over 100 million annual visits, giving us deep insights into student behavior. Through data collected across our owned assets—including our enrollment services businesses like UniQuest—we have built one of the industry's most comprehensive proprietary data sets. In 2024, we enhanced our data collection and processing capabilities to increase this data's volume, accuracy, and value, creating more precise student-institution matching and allowing for greater personalization.

3. CONSOLIDATING OUR TECHNOLOGY ESTATE

2024 marked a turning point in unifying our technology platforms. We began significant efforts to rationalize our infrastructure, reduce duplication, and prepare for a single Keystone platform that will serve the entire higher education discovery and application journey. This consolidation enables faster product development, reduced operating costs, and a more unified customer experience.

AI-powered innovation

Generative AI and machine learning played a transformative role in 2024. We deployed large language models to summarise complex program data, enabling students to compare options more easily and understand whether a program aligns with their academic and career goals. AI enhanced our content quality and accessibility across our websites, making destinations like [Educations.com](#) even more indispensable to the modern student.

In our Application and Enrollment business, we deepened our use of predictive modeling. Built using AWS technology, our proprietary propensity models help universities understand which offer-holders are most likely to enroll—and what actions can increase that likelihood. These models are now integrated into our application and enrollment platform and used at scale to increase conversion and reduce cost for our recruitment costs for our institutional partners.

We also expanded our use of AI assistants and chatbots, enabling real-time support for students across thousands of institutional profiles. These tools answer high-funnel questions and guide students through the discovery and decision-making process, improving engagement and increasing the quality of leads passed on to our customers.

Preparing for 2025 and Beyond

In 2025, we will accelerate our investment across all three pillars.

New monetization models will give institutions more flexible ways to reach high-intent students, including performance-based pricing options that align more directly with their recruitment outcomes.

Improved analytics and insights will empower institutions to optimize campaigns with real-time feedback, helping them respond quickly to shifting student behavior and market dynamics.

Greater personalization will help students navigate their journey with more relevant recommendations, including connections between programs, graduate outcomes, destinations, and career paths. By linking structured data on student success and post-study employment, we aim to guide to the right future.

On the infrastructure side, we will significantly advance the consolidation of our higher education discovery platforms into a single, scalable architecture, with the goal to complete this during 2026. In our Enrollment Services business, we will finalize our platform unification, allowing us to develop and deploy new features across all clients faster while significantly reducing per-customer operational costs.

Strengthening Our Team

To support this technological evolution, we have strengthened our internal capabilities. In 2024, we welcomed experienced leaders from globally recognized consumer and technology brands. These individuals bring deep expertise in Product-Led SEO, performance marketing, and platform scalability—helping us accelerate product delivery while enhancing student and customer experience.

A Platform Built for the Full Student Journey

At Keystone, we believe that enrolling in a program is not an endpoint but a step toward broader life goals—whether that means a new career, a different country, or improved opportunities. Our role is to help students understand that journey, confidently navigate their options, and make decisions with clarity.

With a platform rooted in proprietary data, industry-leading technology, and an expanding set of AI capabilities, we are well-positioned to lead the transformation of the student recruitment industry—making the process faster, more intelligent, and more effective for everyone involved.

R&D activities

The Company develops systems and platforms to deliver its services to education institutions and prospective students. Cost of building new features, together with significant and pervasive improvements of core platforms, provided that the significant and pervasive improvements of parts or main components of core platforms will generate probable future economic benefits, are capitalized as development costs and amortized on a straight-line basis of up to 5 years.

Engineering salaries are the primary expense incurred in terms of costs related to research, development, and maintenance of platforms and applications. In 2024, USD 2.4 million (1.4) in development costs were capitalized.

Risk factors

Risk management in the Company is carried out by management and approved by the Board of Directors. Potential risks are evaluated on a regular basis and management determines appropriate strategies related to how these risks are to be handled within the Company under the approved policies.

Keystone Academic Solutions is exposed to a variety of risk factors; currency, interest rate, price, credit liquidity, and capital risk. Management evaluates these risks and related risk management processes on an on-going basis.

Market risk

The Company is exposed to market risks related to the demand for its products and services and to the ability to maintain a competitive and attractive product offering. The Company manages the risk through continuous analysis of the interests and preferences of the users, by investing in products and services, and a continuous process of recruiting talent and developing the organization and the leadership.

Foreign exchange risk

The majority of the financial risk that the Company is exposed to relates to currency risk. Both revenue and operating expenses are exposed to foreign exchange rate fluctuations. The Company undertakes business within various geographies and foreign currencies and is consequently exposed to fluctuations in exchange rates, particularly SEK, NOK, GBP, and EUR. Foreign exchange risk arises from transactions related to operations conducted, and financial assets and financial liabilities arising in foreign currencies. In 2024, 70.3% of the Company's revenues and 96.2% of operational expenses were in foreign currencies (other than USD). During 2024 and 2023, the Company did not use forward exchange contracts, or any other class of derivatives, to hedge its foreign exchange risk.

Credit risk

Credit risk is the risk of losses that the Company would suffer if a counterparty failed to perform its financial obligations. The Company's exposure to credit risk is mainly related to external receivables. Credit

risk is assessed for each specific customer. The Company's bad debt expenses in 2024 were 4% of trade receivables at year end. No single customer accounted for more than 10% of the Company's revenue during the financial year. Further, the Company conducts much of its business with universities and students, and it has not experienced significant credit-related losses during this or previous financial years. The carrying value of trade and other receivables represent the company's maximum exposure to credit risk at the balance sheet date. The Company has limited exposure in terms of credit risk related to loans and other receivables.

Liquidity risk

The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation, as well as having sufficient flexibility to invest in attractive investment opportunities. To ensure sufficient available cash at hand to meet expected cash outflows, the Company uses cash flow forecasts, to monitor cash flow requirements. The Company manages its capital requirements through the credit facility agreement with Ture Investment group, hence the Company is subject to externally imposed capital requirements. Unrestricted cash year end 2024 was USD 0.4 million down from USD 1.9 million in 2023.

Report on corporate governance

The Company complies with the Norwegian Code of Practice for Corporate Governance on matters relating to the environment, social issues, the working environment, equality and non-discrimination, respect for

human rights, and anti-corruption and bribery.

Environmental responsibility

The Company is not subject to licenses or impositions, and its activities do not have a negative, environmental impact.

Transparency Act reporting

Keystone is working towards its second Transparency Act reporting, due in June 2025. The report will be available at www.keg.com.

The Director & Officers' Liability

The Directors' & Officers' liability insurance covers pure financial loss resulting from a claim made against an insured person resulting from a wrongful act committed or allegedly committed in a position as a director or officer, member of the supervisory board or management board or an employee acting in a managerial or supervisory capacity. The liability is personal.

Subsequent event

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. The new bond loan has no maintenance covenants. The Group also agreed with Nordea a revolving credit facility of USD 15.0 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 and international institutional investors.

Strategy and outlook

Keystone's vision is to help everyone in the world find the right education and our strategy is focused on this. To achieve our vision, we need to help more students every year and grow into new markets to provide better guidance to students in these countries.

We will continuously expand both organically and via acquisitions to help students in more countries find the right education. We are also adding new services to enable us to further help the students in their journey from early interest in studying to actual enrollment.

To better help millions of students with the right guidance, we are investing in several AI solutions within student counselling and guidance, matchmaking and content tools. In 2024, we increased our R&D investments by over 20% and we will continue to invest in and leverage new technologies to provide the best experience for students and schools.

Keystone's 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 to reach more students and provide better local enrollment services

- Combine enrollement services with search & discovery to create a seamless flow for the students
- Offer a valuable digital journey combined with personal guidance to help students enroll at the right schools
- Consolidate a streamlined product line which scales globally across our customers
- Lead the industry with dedication and passion guided by our vision and mission

Keystone's ambition is to be the global industry leader within 3-5 years and grow significantly in size, led both by organic and M&A driven growth. We will continue growing Keystone as a global brand and trustworthy partner and service provider for both students and schools.

Board of Directors and CEO of Keystone Academic Solutions AS,

Fornebu, 30 June 2025

Sign.



Roar Olbergsveen
Chair of the Board of Directors



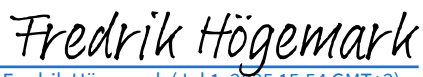
[Fredrik Söderlindh \(Jul 1, 2025 16:16 GMT+2\)](#)

Carl Fredrik Gustav Söderlindh
Director



[Liza Andersin \(Jul 1, 2025 15:53 GMT+2\)](#)

Liza Anna Andersin
Director



[Fredrik Högemark \(Jul 1, 2025 15:54 GMT+2\)](#)

Björn Fredrik Högemark
CEO

Keystone Academic Solutions AS

Annual Report 2024

Statement of profit or loss and other comprehensive income

USD thousands	Note	2024	2023
Revenue			
Revenue from contracts with customers	5, 13	19,488	19,232
Operating expenses			
Cost of services	6, 13	(1,035)	(860)
Payroll and related expenses, excl. stock-based compensation	7	(12,815)	(9,280)
Share-based payments	7	(52)	(2)
Depreciation, amortization, and impairment expenses	14, 15, 16	(2,065)	(1,924)
Other operating expenses	8	(3,976)	(4,121)
Total operating expenses	13	(19,942)	(16,187)
Operating profit ("EBIT"), excluding non-recurring costs		(454)	3,045
Non-recurring costs (Business combinations, restructuring and other similar costs)	9	(705)	(1,516)
Operating profit ("EBIT")		(1,159)	1,529
Financial income and costs			
Finance income		7,018	1,734
Finance cost		(12,731)	(11,556)
Dividend income		1,284	8,727
Interest, FX, and change in fair value of contingent consideration (earn-outs)		(1,972)	(3,319)
Net finance income/(costs)	10	(6,401)	(4,415)
Net profit/(loss) before income tax		(7,560)	(2,886)
Income tax expense	11	12	431
Net profit/(loss)		(7,548)	(2,455)
Other comprehensive income that may be reclassified to profit or loss on subsequent periods (net of tax)			
Exchange differences on translation of foreign operations		(6,367)	(2,039)
Total comprehensive income/loss		(13,915)	(4,494)
Net profit is attributable to:			
Owners of KAS AS		(7,548)	(2,455)
Non-controlling interests		0	0
Total comprehensive income for the period is attributable to:			
Owners of KAS AS		(13,915)	(4,494)
Non-controlling interests			

Statement of financial position

USD thousands	Note	31-Dec 2024	31-Dec 2023
Non-current assets			
Intangible assets	16	3,106	2,771
Right of use assets	15	1,086	1,352
Property, plant and equipment	14	171	244
Deferred tax assets	11	282	299
Contract assets		0	0
Investments in subsidiaries		117,427	129,135
Other non-current assets	17	44,384	24,472
Total non-current assets		166,456	158,273
Current assets			
Cash and cash equivalents	13, 19	736	7,111
Trade receivables	13, 18, 19	4,008	3,883
Contract assets		332	386
Other current assets	13, 18, 19	1,338	1,660
Total current assets		6,413	13,040
Total assets		172,869	171,313
Equity			
Equity attributable to owners of the company		60,973	68,354
Non-controlling interests		0	0
Total equity	24	60,973	68,354
Non-current liabilities			
Interest bearing liabilities	13,19, 20, 21	17,375	69,260
Lease liabilities	15, 19, 20, 21	1,080	1,298
Other non-current liabilities		3,877	4,739
Non-current contingent consideration liabilities	19, 23	0	5,115
Total non-current liabilities		22,333	80,412
Current liabilities			
Trade payable and other payable	19, 22	687	980
Deferred revenue	22	6,546	7,558
Taxes payable	11	0	0
Current portion of lease liabilities	15, 19, 20, 21	96	97
Borrowings	13,19, 20, 21	70,640	289
Employee benefit obligations		843	955
Public duties payable		830	679
Other current liabilities	19, 22	5,067	419
Current contingent consideration liabilities	19, 23	4,854	11,571
Total current liabilities		89,563	22,547
Total liabilities		111,896	102,959
Total equity and liabilities		172,869	171,313

Board of Directors and CEO of Keystone Academic Solutions AS,
Fornebu, June 30, 2025
Sign.



Roar Olbergsveen
Chair of Board of Directors

Liza Anna Andersin
Director


Liza Andersin (Jul 1, 2025 15:53 GMT+2)

Fredrik Söderlindh (Jul 1, 2025 16:16 GMT+2)

Carl Fredrik Gustav Søderlindh
Director

Björn Fredrik Högemark
CEO


Fredrik Högemark (Jul 1, 2025 15:54 GMT+2)

Statement of changes in equity

For the year ended 31 December 2024

<i>USD thousands</i>	Number of shares outstanding (thousand)	Paid-in capital (par value)	Paid-in capital (share premium)	Other reserves	Reserve for own shares	Translation reserve	Other equity	Subtotal	Non- controlling interests	Total equity
Balance 1 January 2024	4,906	965	89,090	(53)	(6)	(1,040)	(20,603)	68,354		68,354
Comprehensive income/loss										
Profit/(loss)							(7,548)	(7,548)	-	(7,548)
Other comprehensive income/(loss) for the period								-		-
Total comprehensive income (loss) for the period	-	-	-	-	-	-	(7,548)	(7,548)	-	(7,548)
Contributions by and distributions to owners										
Issuance of ordinary shares related to equity increase	-	437	6,046					6,483		6,483
Share-based payment transactions				52				52		52
Total contributions by and distributions to owners	-	437	6,046	52	-	-	-	6,535	-	6,535
Other equity changes										
Other changes								-	-	-
Translation of equity components		(91)	(8,380)	2	1	1,960	141	(6,367)	-	(6,367)
Total other equity changes	-	(91)	(8,380)	2	1	1,960	141	(6,367)	-	(6,367)
Balance 31 December 2024	4,906	1,312	86,755	1	(6)	920	(28,010)	60,973	-	60,973

Non-controlling interests

There is no non-controlling interests in KAS.

Face value of the shares

The face value of the shares was increased in Mar 2024 from NOK 2.0 to NOK 3.0. There re currently outstanding 4,906,204 (Issued shares of 4,955,307 and treasury shares of 49,103) shares as of December 31, 2024. Please refer to note 24 for more informaiton about the share capital and shareholder information.

Issuance of ordinary shares related to equity increase

During 2024 KAS issued no new shares.

Other reserves

Other reserves consist of option costs recognized according to the equity settled method.

Reserve for treasury shares

The reserve for the Company's own shares comprises the face value cost and excess value of own shares held by the Company. By end of December 31, 2024 the company had 49,103 treasury shares.

Translation reserve

The translation reserve consists of all foreign currency differences arising from the translation of the financial statements of group companies with a functional currency that is not USD.

Other equity

Other equity consists of all other transactions, including but not limited to, total recognized income and expense for the current period.

Statement of changes in equity

For the year ended 31 December 2023

<i>USD thousands</i>	Number of shares outstanding (thousand)	Paid-in capital (par value)	Paid-in capital (share premium)	Other reserves	Reserve for own shares	Translation reserve	Other equity	Subtotal	Non- controlling interests	Total equity
Balance 1 January 2023	4,906	751	97,361	(85)	(8)	(9,035)	(22,815)	66,170		66,170
Comprehensive income/loss										
Profit/(loss)							(2,455)	(2,455)	-	(2,455)
Other comprehensive income/(loss) for the period		(100)	(14,095)	33	1	7,996	4,126	(2,039)	-	(2,039)
Total comprehensive income (loss) for the period	-	(100)	(14,095)	33	1	7,996	1,671	(4,494)	-	(4,494)
Contributions by and distributions to owners										
Issuance of ordinary shares related to equity incentive plan	-	314	5,823	-	-	-	-	6,137		6,137
Share-based payment transactions		-	-	(1)	-	-	-	(1)	-	(1)
Total contributions by and distributions to owners	-	314	5,823	(1)	-	-	-	6,136	-	6,136
Other equity changes										
Other changes	-	-	-	-	-	-	542	542	-	542
Total other equity changes	-	-	-	-	-	-	542	542	-	542
Balance 31 December 2023	4,906	965	89,090	(53)	(6)	(1,040)	(20,603)	68,354	-	68,354

Statement of cash flow

USD thousands

	Note	2024	2023
Cash flows from operating activities			
Net profit/(loss) before income tax		(7,560)	(2,886)
Income taxes paid	11	0	432
<i>Adjustments for:</i>			
Depreciation, amortisation and impairment expenses	14, 16	2,065	1,924
Share-based payments		52	(1)
Finance income	10	7,018	28,128
Finance costs	10	(14,703)	-
Net (gain)/loss from disposed assets	14	-	0
Net (gain) loss from sale of discontinued operations		-	0
FX differences related to changes in balance sheet items		1,320	2,884
Other non-cash		-	-
<i>Working capital changes:</i>			
Changes in trade receivables, trade and other payables		(50)	491
Changes in other operating working capital		8,952	(20,182)
Net cash from operating activities		(2,905)	10,789
Cash flows from investment activities			
Acquisition of equipment	14	(50)	(21)
Capitalized Research & Development	16	(2,411)	(1,415)
Payment for acquisitions of subsidiaries, net of cash acquired	16	(13,280)	(22,393)
Net cash from investment activities		(15,740)	(23,829)
Cash flow from financing activities			
Purchase of treasury shares		-	-
Proceeds from issuance of shares - private placement	24	-	6,137
Proceeds from issuance of shares - incentive program	24	-	-
Net payments from new loans	21	20,767	15,848
Down payments of interest-bearing liabilities	21	-	-
Interest paid	21	(7,947)	(5,388)
Principal payment of lease liabilities	15	-	(210)
Net cash to/from financing activities		12,820	16,387
Net change in cash and cash equivalents		(5,826)	3,347
Currency effects on cash		(550)	(156)
Cash and cash equivalents at period start		7,111	3,919
Cash and cash equivalents at period end ¹⁾		736	7,111

¹⁾ Of which \$0.3 million (2023: \$5.18 million) is restricted cash as of December 31, 2024.

Keystone Academic Solutions AS

Financial Statements 2024

Note #	Title
1	General information
2	Summary of significant accounting policies
3	Adoption of new and revised International Financial Reporting Standards and Interpretations
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Note 1 - General information

Keystone Education Group AS ("KEG") is a limited liability company founded in 2020, which controls the shares in Keystone Academic Solutions AS ("KAS") which was founded in 2007. Both companies are incorporated and domiciled in Norway, and the address of the registered office is Rolfsbuktveien 4D, 1364 Fornebu, Norway.

These financial statements were approved for issue by the Board of Directors on 13 June 2025. Minor rounding differences may exist and the total may deviate from the total of the individual amounts. This is due to the rounding of whole amounts to millions for presentation purposes.

KAS delivers services to higher education institutions and prospective students to help the student connect and find the right education.

The KAS' subsidiaries as at 31 of December 31, 2024 are listed below:

Company name	Owned by	Location	Ownership and voting share interest
Keystone Academic Solutions AS	Keystone Education Group AS	Norway	100%
Find A Solutions Ltd	Keystone Academic Solutions AS	UK	100%
Find a University Ltd	Find A Solutions Ltd	UK	100%
Keystone Sports AS	Keystone Academic Solutions AS	Norway	100%
Keystone Sports GmbH	Keystone Academic Solutions AS	Germany	100%
Uni-Quest LTD	Keystone Academic Solutions AS	UK	100%
UniQuest, Inc	Uni-Quest LTD	USA	100%
Athletes Global Management Sports, S.L.	Keystone Academic Solutions AS	Spain	100%
Keystone Education Group AB	Keystone Academic Solutions AS	Sweden	100%
EMG-Educations Media Group AB	EMG Holding AB	Sweden	100%
Blueberry College & Universitet AB	Keystone Education Group AB	Sweden	100%
Find Courses PRO AB	Keystone Education Group AB	Sweden	100%
Keystone Group APS	Keystone Education Group AB	Denmark	100%
Studentum AS	Keystone Education Group AB	Norway	100%
Kursfinder GMBH	Keystone Education Group AB	Germany	100%
Keystone Education Group OY	Keystone Education Group AB	Finland	100%
The Alliance App	Keystone Sports AS	Norway	44%
The Alliance App	Keystone Sports GmbH	Germany	10%
The Alliance App	Keystone Sports S.L.	Spain	15%
Future Elite Sports Ltd	Keystone Academic Solutions AS	UK	100%
Future Elite Players Ltd	Keystone Academic Solutions AS	UK	100%
Icon Sports SL	Keystone Academic Solutions AS	Spain	100%
TarGroup Media GmbH	EMG Holding AB	Germany	100%
Edunation Oy	Keystone Education Group Oy	Finland	100%
Asia Exchange Oy	Keystone Education Group Oy	Finland	100%
Edunation HK Limited	Keystone Education Group Oy	Hong Kong	100%
Asiabroad Limited	Keystone Education Group Oy	Hong Kong	100%
Uniquet conversion services private limited	Uni-Quest LTD	India	100%

Note 2 – Summary of Significant Accounting Policies

2.1 Basis for preparation

The financial statements of Keystone Academic Solutions have been prepared in accordance with the Norwegian accounting act and regulation on simplified application of international accounting standards (forskrift om forenklet anvendelse av internasjonale regnskapsstandarder – simplified IFRS). The parent Keystone Education Group AS, prepares consolidated financial statements which can be found here: <https://www.keg.com/investor-relations>. The financial statements have been prepared on the historical cost basis except for contingent considerations measured at fair value. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. The Company has prepared the financial statements on the basis that it will continue to operate as a going concern.

The preparation of financial statements in accordance with simplified IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgments in applying the accounting policies. Areas involving a high degree of judgment or complexity, and areas in which assumptions and estimates are significant to the financial statements are disclosed in note 4.

2.2 Shares in subsidiaries and associates

Shares in subsidiaries are presented according to the cost method. Shares in subsidiaries are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may exceed the fair value of the investment. An impairment loss is reversed if the impairment situation is deemed to no longer exist.

2.3 Revenue recognition

The Company delivers services to higher education institutions and prospective students to help the student connect and find the right education.

The Company recognizes revenue when (or as) it transfers control of services to its customers. Revenue is recognized in the amount of the transaction price, which represents the consideration to which The Company expects to be entitled in a contract with a customer, excluding amounts collected on behalf of third parties, and net of value-added tax, discounts, and rebates. When the transaction price includes elements of variable consideration, The Company estimates the amount of consideration to which the entity will be entitled for the services provided. If a customer contract consists of multiple performance obligations, the consideration is allocated among the performance obligations based on their estimated relative stand-alone selling price. In instances where final acceptance of the product or service is specified by the customer, revenue is deferred until all acceptance criteria have been met.

Payment terms vary between customer segments and regions.

Revenue streams

The services rendered are split into the following main revenue streams:

Search and discovery

Core service comprises of website listings of the respective education provider and its programs on Keystone's education websites, with various possibilities to increase visibility through add-on services. Add-on services increase visibility of universities' further and include, e.g., priority listings, sponsored content, and student recruitment.

Revenue from sale of subscription website services to customers is generally invoiced monthly/quarterly/yearly and recognized over the contract period.

Some larger contracts have variable performance-based consideration based on the number of interested students and leads generated. These series of distinct performance obligations are considered as one and the variable consideration is measured and allocated in line with the specific outcome.

As additional services The Company delivers customized social media and direct media campaigns and marketing packages at specific points in time. Revenue from sale of social media and direct media campaigns is recognized when these performance obligations are fulfilled, at point in time.

Student recruitment (Enrollment services)

Keystone helps universities with lead-to-Enrollment services combining personal guidance with a conversion engine that works invisibly to improve student engagement and conversion. By managing all incoming leads to a university, Keystone improves the student journey and increases the lead-to-Enrollment conversion rates for both international and domestic cohorts.

The Company acts as an agent and matches students with learning institutions for a fixed Enrollment fee. Revenue is recognized at a point in time when The Company has both fulfilled its performance obligation and when The Company has an enforceable right to the fee, which is when the student pays their tuition fee at the end of any “come and try” period during which the student can walk away without paying. The services are generally invoiced after the revenue is recognized.

Other services

The Group delivers events such as, e.g., career fairs, and revenue from sales of events is recognized when the services are performed (at a point in time).

Cost of obtaining contracts with customers

The Group pays sales commission to its employees based on actual sales. Commissions that are incremental costs of obtaining a contract with a customer are recognized as an asset if the costs are expected to be recovered. Subsequently, the asset is amortized on a systematic basis that is consistent with the transfer to the customer of the goods or services to which the asset relates. The expected relevant amortization period varies across the business. Management considers that the average customer's life and other factors are similar across geographies and business lines.

Trade receivables

Trade receivables are initially recognized at the amount of consideration that is unconditional. Trade receivables are non-interest bearing and trading terms range from 30 to 90 days and therefore classified as current.

Costs to fulfil a contract

In addition to the contract balances discussed above, the Group has also recognized an asset in relation to costs to fulfil some of the Group's contracts. Such costs are recognized as an asset if the costs relate directly to a contract or to an anticipated contract that the entity can specifically identify. The costs generate or enhance resources of the entity that will be used in satisfying and the costs are expected to be recovered. These costs relate primarily to implementation services and are presented within other assets in the balance sheet. As of 31 December 2023, USD 0 million (USD 0 million) was the balance of assets recognized from cost to fulfill a contract.

Refer to accounting policies on impairment of financial assets in section 2.12.

Contract liabilities

When a customer pays consideration in advance, or an amount of consideration is due contractually before transferring of the services, the amount received in advance is presented as a liability. Contract liabilities represent prepayment from clients for partially satisfied performance obligation in relation to subscription and maintenance services.

Disaggregation of revenue

In accordance with IFRS 15 management analyze the revenue contracts with customers and disaggregates the revenue into the following product categories, which depict how the nature, amount, timing and uncertainty of revenue and cash flows are affected by economic factors. Revenue from customers is disaggregated in note 5 by geographical location, by type of services, and by the timing of the revenue. The basis for the geographic segments is the location of the customer.

2.4 Leases

The Company assesses whether a contract is or contains a lease, at inception of the contract. The Company recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the lessee's incremental borrowing rate.

Lease payments included in the measurement of the lease liability comprise:

- Fixed lease payments (including in-substance fixed payments), less any lease incentives receivable;
- Variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- The amount expected to be payable by the lessee under residual value guarantees;
- The exercise price of purchase options, if the lessee is reasonably certain to exercise the options; and
- Payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

The lease liability is presented as separate line items (current and non-current) in the statement of financial position.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The Company remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

- The lease term has changed or there is a significant event or change in circumstances resulting in a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.
- The lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is remeasured by discounting the revised lease payments using an unchanged discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used).
- A lease contract is modified, and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Company did not make any such adjustments during the periods presented.

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day, less any lease incentives received and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Whenever the Company incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognised and measured under IAS 37. To the extent that the costs relate to a right-of-use asset, the costs are included in the related right-of-use asset, unless those costs are incurred to produce inventories.

Right-of-use assets are depreciated over the shorter period of lease term and useful life of the right-of-use asset. Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability. The depreciation starts at the commencement date of the lease.

The right-of-use assets are presented as a separate line in the statement of financial position.

The Company applies IAS 36 to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as described under "Impairment of non-financial assets" in section 2.12 below.

Variable rents that do not depend on an index or rate are not included in the measurement of the lease liability and the right-of-use asset. The related payments are recognised as an expense in the period in which the event or condition that triggers those payments occurs and are included in the line "Other operating expenses" in profit or loss.

As a practical expedient, IFRS 16 permits a lessee not to separate non-lease components, and instead account for any lease and associated non-lease components as a single arrangement. The Company has used this practical expedient.

2.5 Foreign currency translation

The functional currency of the Company is US Dollar (USD). The financial statements are presented in USD. As a result of rounding adjustments, the figures in one or more columns included in the financial statements may not add up to the total of that column.

In preparing the financial statements of the entity, transactions in currencies other than the entity's functional currency (foreign currencies) is recognised at the rates of exchange prevailing on the dates of the transactions. At each reporting date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Exchange differences are recognised in profit or loss in the period in which they arise.

2.6 Government grants

Government grants are recognised when there is reasonable assurance that the grant will be received, and all attached conditions will be complied with. When the grants relate to an expense item, it is normally recognised as a reduction of the expense on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is presented on the statement of financial position by deducting the grant to the carrying amount of the asset. The grant is recognised in the income statement over the useful life of a depreciable asset as a reduced depreciation expense.

2.7 Employee benefits

The Company operates defined contribution plans for the majority of the companies. A defined contribution plan is a pension plan under which the Company pays fixed contributions to separate entity (insurance company). The Company has no legal or constructive obligations to pay further contributions to the pension plan for benefits relating to employee service in the current and prior periods. Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

2.8 Taxation

The income tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in profit or loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

A provision is recognised for those matters for which the tax determination is uncertain, but it is considered probable that there will be a future outflow of funds to a tax authority. The provisions are measured at the best estimate of the amount expected to become payable.

Deferred tax

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit and is accounted for using the liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, a deferred tax liability is not recognised if the temporary difference arises from the initial recognition of goodwill.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, except where the Company can control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled, or the asset is realised based on tax laws and rates that have been enacted or substantively enacted at the reporting date.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the way the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Current tax and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

2.9 Intangible assets**Internally generated intangible assets**

Expenditure on research activities is recognised as an expense in the period in which it is incurred. An internally generated intangible asset arising from development of the Company's technical platforms and software is recognised if, and only if, all the following conditions have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognised for internally generated intangible assets is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally generated intangible asset can be recognised, development expenditure is recognised in profit or loss in the period in which it is incurred.

Subsequent to initial recognition, internally generated intangible assets are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired in a business combination.

2.10 Property, Plant and Equipment

Property, plant and equipment are initially recognised at cost, which includes the purchase price (including duties and non-refundable purchase taxes) and any directly attributable costs of bringing the asset to the location and condition necessary for it to be able to operate in the intended manner. Property, plant and equipment are subsequently recognised at cost less accumulated depreciation and accumulated impairment losses, if any. Depreciation is recognised so as to reduce the cost of assets less their residual values over their useful lives, using the straight-line method. Depreciation commences when the assets are ready for their intended use.

Estimated useful life, depreciation method and residual values are reviewed at least annually. The straight-line depreciation method is used as this best reflects the consumption of the assets, which often is the passage of time. Residual value is estimated to be zero for each of the assets.

Repair and maintenance are expensed as incurred. If new parts are capitalised, replaced parts are derecognised and any remaining net carrying amount is recognised in operating profit (loss) as loss on disposal.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. The gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is presented as other income or other expenses in the income statement.

2.11 Impairment of non-financial assets

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated to determine the extent of the impairment loss (if any). Goodwill and intangible assets with indefinite

useful life are tested for impairment at least annually and whenever there is an indication that the asset may be impaired.

Where the asset does not generate cash flows that are independent from other assets, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

The recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Goodwill has been allocated to a group of cash generating units that constitute an operating segment and is tested for impairment at this level.

If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss. Any impairment loss recognised for goodwill is not reversed in a subsequent period.

2.12 Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation.

Restructuring

A restructuring provision is recognised when the Company has developed a detailed formal plan for the restructuring and has raised a valid expectation in those affected that it will carry out the restructuring by starting to implement the plan or announcing its main features to those affected by it. The measurement of a restructuring provision includes only the direct expenditures arising from the restructuring, which are those amounts that are both necessarily entailed by the restructuring and not associated with the ongoing activities of the entity.

Warranties

Provisions for the expected cost of warranty obligations under local sale of goods legislation are recognised at the date of sale of the relevant products, at management's best estimate of the expenditure required to settle the Company's obligation.

2.13 Financial Instruments

Financial assets and financial liabilities are initially measured at fair value except for trade receivables that do not have a significant financing component, and which are measured at their transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

The categorisation of financial instruments (financial assets and liabilities) for measurement purposes is based on the nature and purpose of the financial instrument and is determined on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Financial assets

All recognised financial assets are measured subsequently in their entirety at either amortised cost or fair value, depending on the classification of the financial asset. Financial assets that meet the following conditions are measured subsequently at amortised cost:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The Company's financial assets, which primarily consist of contract assets and other current receivables are measured at amortised cost.

Impairment of financial assets and trade receivables

The Company always recognises lifetime expected credit losses (ECL) for contract assets *and trade receivables*. The expected credit losses on these financial assets *and trade receivables* are estimated using a provision matrix based on the 's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

Derecognition of financial assets

The Company derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

Financial liabilities and equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definition of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities.

Financial liabilities

The Company does not have financial liabilities held-for-trading or liabilities designated as at fair value through profit or loss except for contingent considerations.

Trade and other payables include trade payables and other current and non-current financial liabilities. Borrowings (long term and short term) include loans from financial institutions and bank overdrafts. These liabilities are initially recognised in the statement of financial position at fair value (net of any transaction costs), and subsequently measured at amortised cost using the effective interest rate method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. Any difference between the carrying amount of the financial liability derecognised, and the consideration paid and payable is recognised in profit or loss.

2.14 Cash and cash equivalents

Cash and short-term deposits in the statement of financial position comprise cash at banks and on hand and short-term highly liquid deposits with a maturity of three months or less, that are readily convertible to a known amount of cash and subject to an insignificant risk of changes in value.

2.15 Cash Flow statement

The Company presents the statement of cash flows using the indirect method. Cash inflows and outflows are shown separately for investing and financing activities, while operating activities include

both cash and non-cash line items. Interest received and paid, and dividends distributed are reported as a part of financing activities. Value Added Tax and other similar taxes are regarded as collection of tax on behalf of authorities.

3. Adoption of new and revised International Financial Reporting Standards and Interpretations

3.1 Standards and Interpretations affecting amounts reported in the current period

All relevant new and revised IFRSs and IFRIC interpretations that are mandatory for periods commencing 1 January 2024 and earlier have been adopted for all periods presented in these consolidated financial statements.

3.2 Standards and Interpretations in issue but not yet adopted

Certain new accounting standards, amendments, and interpretations are not mandatory for 31 December 2024 reporting periods and have not been early adopted by the group. These standards, amendments, and interpretations are not expected to have a material impact on the entity in the current future of reporting periods and on foreseeable future transactions.

4. Critical accounting judgements and key sources of estimation uncertainty

In applying the Company's accounting policies, which are described in note 2, management is required to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant, including expectations of future events that are deemed to be reasonable under the current circumstances. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. Estimates, assumptions, and management judgments that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are outlined below.

□

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Amortization of intangible assets (see note 16)

One of the Company's most significant accounting estimates is related to amortization of intangible assets assumed in business combinations. More information on intangible assets can be found in note 16.

Impairment (see note 16)

In accordance with IAS 36, the Company tests annually whether goodwill has suffered any impairment. Assets that are subject to amortization are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

Goodwill and intangible assets were tested for impairment at the end of 2024. The carrying amount of each cash generating unit was tested against the recoverable amount based on value in use and fair value. These tests suggested no impairment was required. See note 16 for further information on recoverable amounts.

Value in use, particularly when discounted cash flow methods are used, must in part be based on management's evaluations, including determining appropriate cash-generating units, determining the discount rate, estimates of future revenue and margins, and assumptions of the future market conditions. Discount rates have been sourced from a third-party expert.

Management compares the estimates of value in use with the market valuation for reasonableness. In addition, a retrospective analysis of actuals from prior years is performed to provide further input for the estimates that are made regarding future cash flows.

A sensitivity analysis for changes in key assumptions and whether they would lead to an impairment loss is included in note 16.

Contingent considerations (see note 16 and 23)

The Company has previously entered into earnout agreements in connection with acquisitions. An analysis is given in note 16 of how the provisions related to contingent considerations have been calculated.

Note 5 - Revenue

2024 Disaggregation of revenue

<i>USD thousands</i>	Search & Discovery	Enrolment Services	Agents	Professional courses	Total 2024
Continental Europe	8,821				8,821
Nordics	855				855
UK	2,755				2,755
US	4,836				4,836
Other	2,221				2,221
Revenue from contracts with customers	19,488	-	-	-	19,488
Recurring revenues	15,885				15,885
Re-occurring revenues	3,471				3,471
Total over time revenue recognition	19,356	-	-	-	19,356
Other revenues	132				132
Total point in time revenue rec	132	-	-	-	132

2023 Disaggregation of revenue

<i>USD thousands</i>	Search & Discovery	Enrolment Services	Agents	Professional courses	Total 2023
Continental Europe	6,758				6,758
Nordics	674				674
UK	4,175				4,175
US	2,828				2,828
Other	4,798				4,798
Revenue from contracts with customers	19,232	-	-	-	19,232
Recurring revenues	15,581				15,581
Re-occurring revenues	2,868				2,868
Total over time revenue recognition	18,449	-	-	-	18,449
Other revenues	783				783
Total point in time revenue rec	783	-	-	-	783

Revenues per currency

Please refer to note 13 for information about revenue per currency.

Trade receivables, contract assets and contract liability

Please see note 18 for more information about Trade receivables and contract assets (unbilled revenue), and note 22 for more information about Contract liability (Deferred revenue/pre-payment from customers).

6. 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>	2024	2023
External services	(52)	(536)
Marketing	(1)	(45)
Events and project costs	(295)	(31)
Hosting	(682)	(237)
Other	(5)	(10)
Total	(1,035)	(860)

7. Payroll costs and remuneration to Management

Specification of payroll costs

USD thousands	2024	2023
Salary incl. bonus and commissions	(12,983)	(7,651)
Social security cost	(1,408)	(1,342)
Payments to long-term contractual staff	(315)	(576)
Pension costs	(312)	(479)
Other payments	(208)	(134)
Capitalized development costs	2,410	902
Total	(12,815)	(9,280)
Average number of full time equivalents	74	88

KAS is obligated to follow the Act on Mandatory company pensions and these companies pension schemes follow the requirement as set in the Act.

Compensation to the CEO and Chairman of the Board

The CEO has waived his rights in his employment agreement which corresponds to Section 15-16 of the Norwegian Working Environment Act of 2005 relating to employees’ protection, termination of employment contracts, etc.

As compensation, the CEO is entitled to receive a termination amount of six months’ base salary if the employment contract is terminated by the Company.

As of December 31, 2024, there was no existing severance agreement between KAS and the Chairman of the Board.

KAS has not given any loans or security deposits to the CEO, the Chairman of the Board, or their related parties."

A bonus and commission program exists for the senior executive team at Keystone. For each individual executive, a limit is set for the amount of bonus and commission that can be achieved. The size of the bonus and commission payment is dependent on actual company performance compared to a set of predefined targets.

No accrual for 2024 bonuses and commissions for senior executives has been recognized in the consolidated financial statements.

7. Payroll costs and remuneration to Management

Compensation to Executive Management and Board of Directors 2024

<i>USD thousands</i>	Salary	Bonus/ commission	Other compensation	Pension compensation	Benefit exercised options/RSUs	Total compensation
Björn Fredrik Högemark - CEO	205	-	7	55	-	267
Keith Barry Fransson - Chairman	28	-	-	-	-	28
Executive Management excl. CEO	686	89	38	45	-	858
Board of Directors excl. Chairman	-	-	-	-	-	-

Presented above are the bonuses earned in 2024 and paid in both 2024 and 2025.

Members of Executive Management are included in the Company's employee pension scheme, which is a defined contribution plan.

There has been no compensation or other economic benefit provided in 2024 or 2023 to any member of the Executive Team or Board of Directors from the Company or any business owned by the Company, except that mentioned above. In 2024 and 2023, there has been no significant additional compensation given to directors with regard to special services performed outside of their normal function.

Compensation to Executive Management and Board of Directors 2023

<i>USD thousands</i>	Salary	Bonus/ commission	Other compensation	Pension compensation	Benefit exercised options/RSUs	Total compensation
Björn Fredrik Högemark - CEO	207	-	8	49	-	264
Keith Barry Fransson - Chairman	28	-	-	-	-	28
Executive Management excl. CEO	881	207	505	38	-	1,632
Board of Directors excl. Chairman	-	-	-	-	-	-

7. Payroll costs and remuneration to Management

Share-based compensation program

In 2021, the Board of Directors and Keystone Education Group AS's shareholders expanded and adopted a program for the granting of equity compensation in the form of a stock options and warrant program to the executive officers and other employees of the Keystone Group of companies (the "Option Program").

One option entitles the holder upon exercise to receive one share in Keystone Education Group AS, against payment of the applicable strike price for the option/warrant. Strike price is equal to the estimated market value at the time the option/warrant is granted. Options have been offered without any option payments, whilst warrants have been offered against a price of NOK 50 pr. warrant.

Vesting of options/warrants is time based, with vesting of 1/3 after one year, 1/3 after two years and 1/3 after three years, with first vesting taking place in 2022. The option/warrant holder to decide once a year how many vested options/warrants to be exercised and converted to shares in the Company. The issued options/warrants expire and lapse after 5 years from grant date. Vesting of options require that the employee remains with the Keystone group.

Recipients of options/warrants will be proposed by management and approved by the Board of Directors, who has the authority delegated from the general meeting to issue shares under the option program. Allocation of options to the CEO will be proposed and decided by the Board of Directors under the same authority.

The fair value of services received in return for stock options granted is measured by using the Black & Scholes option pricing model.

The expected volatility is based on historic volatility (calculated using the weighted average remaining life of the share options), adjusted for any expected changes to future volatility based on publicly available information.

Share options are granted under service conditions, not market-based conditions. Such conditions are not taken into account in the grant date fair-value measurement. There are no market conditions associated with the share option grants. Given that employees have the right to exercise their options up to three years after the vesting date, the estimate is based on an assumption that the employees, on average, are exercising their options 12 months after the vesting date.

As of 31 December 2024, the Company had 182 157 (2023: 184 462) warrants issued and 140 976 (2023: 164 951) options issued.

Share-based compensation cost - Equity settled

<i>USD thousands</i>	2024	2023
Balance as of 1/1	791	829
FX Conversion Differences		(37)
IFRS 2 expense	52	(1)
Balance as of 12/31	842	791

Share-based compensation cost - Cash settled

<i>USD thousands</i>	2024	2023
Balance as of 1/1	117	188
IFRS 2 expense	112	(71)
Balance as of 12/31	228	117

Cash settled stock-based compensation expenses consist of payroll tax.

7. Payroll costs and remuneration to Management

Outstanding options, warrants and PSUs to Management

Outstanding options – CEO Fredrik Högemark

The current CEO has no options.

Outstanding Warrants – CEO Fredrik Högemark

Activity	2024		2023	
	Number of instruments	Average Strike Price (NOK)	Number of instruments	Average Strike Price (NOK)
Outstanding 1 January	8,150	225	8,150	225
Outstanding 31 December	8,150	225	8,150	225
<i>Of which vested</i>	5,206	225	5,206	225

The warrants to Fredrik Högemark were granted before he was elected as CEO (from 15 November 2022). The average contractual lifetime as of 31 December 2024 is one year. The strike price for all warrants is NOK 225.

Outstanding Options – Executive Management excl. CEO

Activity	2024		2023	
	Number of instruments	Average Strike Price (NOK)	Number of instruments	Average Strike Price (NOK)
Outstanding 1 January	75,000	161	65,000	152
Granted			10,000	219
Adjusted			15,000	225
Terminated			(15,000)	225
Outstanding 31 December	75,000	161	75,000	161
<i>Of which vested</i>	66,954	154	55,839	144

The cost of the options related to instruments granted to the Executive Management excluding the CEO was NOK 368 476 in 2024 NOK 944 725 in 2023.

The below table reconciles the total outstanding options and vested options per strike price category.

Strike price (NOK)	Outstanding Instruments			Vested Instruments	
	Number of instruments	Weighted Average remaining contractual life	Weighted Average Strike Price	Vested instruments 31.12.2024	Weighted Average Strike Price
130.00	50 000	1.11	130.00	50 000	130.00
219.00	10 000	3.34	219.00	5 282	219.00
225.00	15 000	2.59	225.00	11 672	225.00
	75 000	1.70	160.87	66 954	153.58

Outstanding Warrants – Executive Management excl. CEO

Activity	2024		2023	
	Number of instruments	Weighted	Number of instruments	Weighted
		Average Strike Price (NOK)		Average Strike Price (NOK)
Outstanding 1 January	11,650	225	21,650	225
Adjusted	(11,650)	225	(10,000)	225
Outstanding 31 December			11,650	225
Of which vested			7,441	225

Outstanding Warrants – Board of Directors

Activity	2024		2023	
	Number of instruments	Weighted	Number of instruments	Weighted
		Average Strike Price (NOK)		Average Strike Price (NOK)
Outstanding 1 January	8,150	225	16,300	225
Adjusted	(8,150)	225	(8,150)	225
Outstanding 31 December			8,150	225
Of which vested			5,206	225

Non of the current Board of Directors has been granted options or warrents due to holding the positions as a board member in KAS.

8. Other operating expenses

Specification of other operating costs

<i>USD thousands</i>	2024	2023
Equipment	(1,268)	(1,451)
Audit, legal and other advisory services	(1,462)	(1,219)
Marketing expenses	(291)	(242)
Travel expenses	(169)	(152)
Training, meetings & updates	(90)	(21)
Insurance	(1)	(5)
Bad Debt expenses	(139)	(508)
Other expenses	(105)	(126)
Rent and other office expenses	(451)	(398)
Total	(3,976)	(4,121)

Auditor's remunerations

The remuneration breakdown (excl. VAT) paid and recognised as an expense for the year to the group's auditor PwC is as follows:

<i>USD thousands</i>	2024	2023
Statutory auditing services	(31)	(36)
Tax advisory services	(4)	-
Other services	(37)	(18)
Total fee to auditor	(72)	(54)

9. Non-recurring costs

Specification of non-recurring costs

Non-recurring costs may not be indicative of the ongoing operating result or cash flows of the company. Profit measure excluding non-recurring costs is presented as an alternative measure to improve comparability of the underlying business performance between the periods. Non-recurring costs include restructuring costs and costs related to business combinations.

Special items

<i>USD thousands</i>	2024	2023
Salary restructuring cost	(44)	(727)
Legal fees related to business combinations	(465)	(384)
Other restructuring cost	(196)	(405)
Total	(705)	(1,516)

10. Finance income and costs

Specification of finance income and costs

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

<i>USD thousands</i>	2024	2023
Interest income	5,132	1,381
Foreign exchange gains	1,886	353
Other finance income	1,284	8,727
Finance income	8,302	10,461
Interest expenses	(10,443)	(7,446)
Foreign exchange losses	(1,925)	(3,910)
Other finance costs	(362)	(200)
Finance costs	(12,731)	(11,556)
Interest, FX, and change in fair value of contingent consideration (earn-outs)	(1,972)	(3,319)
Net finance costs	(6,401)	(4,415)

11. Income tax

Current tax

The tax currently payable is based on taxable profit for the year. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

A provision is recognized for those matters for which the tax determination is uncertain, but it is considered probable that there will be a future outflow of funds to a tax authority. The provisions are measured at the best estimate of the amount expected to become payable.

Deferred tax

Deferred tax liabilities are generally recognized for all taxable temporary differences and deferred tax assets are recognized to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilized. Deferred tax assets and liability are offset as there is a legally enforceable right to offset current tax assets and liabilities as the deferred tax balances relate to the same taxation authority.

Specification of income tax

<i>USD thousands</i>	2024	2023
Current income tax payable	-	149
Change in deferred tax	12	282
Settlement of tax payable from previous years	-	-
Income tax expense	12	431
<i>The foreign part of the income tax expense</i>	-	-

Reconciliation of effective tax rate

<i>USD thousands</i>	2024	2023
Profit/(loss) before income tax	(7,560)	(2,886)
Income tax using the corporate income tax rate in Norway (22%)	(1,663)	(635)
Effect of non-taxable and non-deductible items	1,541	1,823
Other effects	134	(757)
Income tax expense for the year	12	431
<i>Effective tax rate</i>	-0.2 %	-14.9 %

The table above shows the difference between income tax calculated at the applicable income tax rate used in Norway and the tax expense attributable to profit/(loss) before income tax.

Tax payable in balance sheet

<i>USD thousands</i>	2024	2023
Profit/(loss) before income tax	(7,560)	(2,886)
Permanent and temporary differences	7,560	2,886
Basis for tax payable	-	-
Tax on profit for the year	-	-
Tax payable not yet settled	-	-
Tax payable in balance sheet	-	-

Recognized deferred tax assets and liabilities

<i>USD thousands</i>	2024	2023
Deferred tax assets related to tax loss carryforwards	2,941	1,966
Deferred tax assets related to other temporary differences	82	133
Deferred tax liabilities related to temporary differences	45	102
Deferred tax liabilities related to amortizable excess value from business combinations	-	-
Net deferred assets/(liabilities)	3,068	2,200
Deferred tax assets/Deferred tax liabilities not recognized	(2,786)	(1,901)
Recognized Deferred tax assets(liabilities)	282	299

Reconciliation of changes in tax assets/(liabilities)

<i>USD thousands</i>	31-Dec 2023	Acquisitions	Recognized in Profit & Loss	Recognized in Equity	31-Dec 2024
Property, plant and equipment	96		(14)		82
Intangible assets	-		-		-
Accounts receivable	37		(37)		-
Payroll tax on share options	-		-		-
Provisions and accruals	102		(81)		21
Other	-		24		24
Total related to temporary differences	234	-	(107)	-	127
Deferred tax liabilities related to amortizable excess value	-		-		-
Tax loss carryforwards	1,966		975		2,941
Set off of tax (valuation allowance)	-		-		-
Tax loss carryforwards not recognized	(1,901)		(885)		(2,786)
Recognized tax losses	65	-	90	-	155
Net deferred tax assets/(liabilities) recognized	299	-	(17)	-	282

Tax losses carried forward of USD 2 421 thousand relates to Norway and Sweden and can be carried forward for indefinite.

	31-Dec		Recognized	Recognized	31-Dec
USD thousands	2022	Acquisitions	in Profit & Loss	in Equity	2023
Property, plant and equipment	413		(317)		96
Intangible assets	-		-		-
Accounts receivable	(94)		131		37
Payroll tax on share options	-		-		-
Provisions and accruals	374		(272)		102
Other	-		-		-
Total related to temporary differences	692	-	(458)	-	234
Deferred tax liabilities related to amortizable excess value from business combinations	-	-	-	-	-
Tax loss carryforwards	5,785		(3,819)		1,966
Set off of tax (valuation allowance)	-		-		-
Tax loss carryforwards not recognized	(6,468)		4,567		(1,901)
Tax loss carryforwards recognized	(683)	-	748	-	65
Net deferred tax assets/(liabilities) recognized	9	-	290	-	299

Tax losses carried forward Tax effect of losses carried forward in selected countries expire as follows:	Expires	Expires	More		
USD thousands	within	within	than		Total
	5 years	5-10 years	10 years	Indefinite	
Norway				2,941	2,941
Total	-	-	-	2,941	2,941

Note 12- Related parties

All subsidiaries, associates and joint arrangements as specified in the note 1 and 17 of the Consolidated companies, are deemed to be related parties of KAS. KAS's management and Board are also defined as related parties, as specified in note 7 Remuneration to senior executives and Board members. Details of transactions between KAS and related parties are disclosed below.

Board of Directors and Executive team

KAS has not engaged in any related party transactions with any members of the board of directors or KAS executive management.

Members of the Board of Directors and Executive Management of the Group and their immediate relatives controlled 62.3% (2023: 66.0%) of the Group's voting share as per 31 December 2024. This includes 33.7% from funds and investment companies advised by board members (Verdane Capital and Viking Venture).

Information regarding compensation for executive management and Board of Directors can be found in note 7. Executive Management also participate in the Group's stock option program (see note 7).

Please see note 16 and 23 for details of the transaction with the earnout participants.

In addition, the Group entered trading transactions with the subcontractor Spinner Labs AS where USD 321 thousand (2023: USD 330 thousand) was expensed and USD 646 thousand (2023: USD 646 thousand) was capitalized as development expenses. Spinner Labs AS is owned by Spinner Holding AS who is a shareholder in KEG. Spinner Labs AS has been providing software development, including but not limited to, web development and website infrastructure, hosting consulting, content management, backoffice development, performance tracking, and website monitoring for Keystone Academic Solution AS during 2024.

Trading transactions

During the year, the KAS entered into the following trading transactions with related parties:

Purchase transactions

<i>USD thousands</i>	2024	2023
Spinner Labs	(967)	(985)
Total	(967)	(985)

Outstanding balances

As of December 31, 2023 the Company had the following outstanding balances with related parties:

Liabilities

<i>USD thousands</i>	2024	2023
Spinner Labs	(69)	(125)
Total liabilities	(69)	(125)

During the year, KAS entered into the following cost reimbursement transactions with other group companies (related parties):

Purchase and cost reduction transactions

<i>USD thousands</i>	2024	2023
Cost recharge from Keystone Sports S.L	(1,145)	(916)
Cost recharge from Find a University Ltd	(877)	(408)
Cost recharge from Keystone Education Group AB	(5,209)	(1,307)
Cost recharge from Keystone Education Group AS	0	(14)
Cost recharge from Keystone Sports AS	0	(4)
Cost recharge from Keystone Sports GmbH	0	0
Cost recharge from Uni-Quest Ltd	(693)	(621)
Cost recharge from UniQuest, Inc	(217)	(138)
Cost recharge from Edunation HK Limited	2	0
Cost recharge to Keystone Sports S.L	16	12
Cost recharge to EMG Holding AB	0	0
Cost recharge to Find a University Ltd	162	114
Cost recharge to Keystone Education Group AB	(419)	325
Cost recharge to Keystone Sports AS	187	136
Cost recharge to Keystone Sports GmbH	9	6
Cost recharge to Study Outside Norway AS	45	25
Cost recharge to Uni-Quest Ltd	178	284
Cost recharge to UniQuest, Inc	5	3
Cost recharge to Blueberry College & Universitet AB	18	18
Cost recharge to FES Player Limited	0	5
Cost recharge to Find Courses PRO AB	63	58
Cost recharge to Future Elite Sports Limited	0	5
Cost recharge to Icon Sports S.L.	4	1
Cost recharge to Keystone Education Group OY	0	11
Cost recharge to Keystone Group APS	0	7
Cost recharge to Kursfinder GMBH	0	10
Cost recharge to Studentum AS	0	1
Cost recharge to Edunation HK Limited	34	0
Cost recharge to Edunation Oy	8	0
Cost recharge to Asia Exchange Oy	7	0
Cost recharge to Asiabroad Limited	16	0
Cost recharge to TarGroup Media GmbH	67	37
Total	(7,738)	(2,349)

Financial items

USD thousands	2024	2023
Interest income Intercompany - EMG Holding AB	2,900	1,961
Interest income Intercompany - Keystone Sports GmbH	2	22
Interest income Intercompany - Keystone Education Group AB	38	4
Interest income Intercompany - Keystone Sports AS	102	12
Interest income Intercompany - Keystone Education Group OY	1,601	-
Interest income Intercompany - Keystone Sports S.L.	0	-
Interest income Intercompany - Kursfinder GMBH	0	-
Interest income Intercompany - Keystone Education Group AS	0	-
Interest costs Intercompany - Keystone Education Group AS	-1,452	-1,463
Interest costs Intercompany - Find a University Ltd	-292	-341
Interest costs Intercompany - Uni-Quest Ltd	-	-80
Interest costs Intercompany - Future Elite Sports Limited	-41	-7
Interest costs Intercompany - Study Outside Norway AS	-49	-
Interest costs Intercompany - TarGroup Media GmbH	-220	-
Dividend received from Find A University Ltd	-	5,702
Dividend received from Find A Solutions Ltd	851	-
Dividend received from Future Elite Sports Limited	159	-
Dividend received from Uni-Quest Ltd	242	3,237
Total	3,842	9,047

Outstanding balances

As of December 31, 2023 the Company had the following outstanding balances with related parties:

Receivables

USD thousands	2024	2023
Cost recharge to Alliance App Ltd	-	0
Cost recharge to Blueberry College & Universitet AB	18	18
Cost recharge to FES Player Limited	-	1
Cost recharge to Find a University Ltd	161	128
Cost recharge to Find Courses PRO AB	64	60
Cost recharge to Future Elite Sports Limited	-	5
Cost recharge to Icon Sports S.L.	4	1
Cost recharge to Keystone Education Group AB	660	334
Cost recharge to Keystone Education Group OY	-	11
Cost recharge to Keystone Group APS	-	7
Cost recharge to Keystone Sports AS	216	91
Cost recharge to Keystone Sports GmbH	9	45
Cost recharge to Keystone Sports S.L.	16	8
Cost recharge to Kursfinder GMBH	-	10
Cost recharge to Studentum AS	-	2
Cost recharge to Study Outside Norway AS	43	18
Cost recharge to TarGroup Media GmbH	67	38
Cost recharge to Uni-Quest Ltd	173	180
Cost recharge to UniQuest, Inc	-	3
Amounts owed by related parties	1,431	213
Loan to EMG Holding AB	28,022	25,563
Loan to Keystone Education Group AB	45	-
Loan to Keystone Education Group OY	15,227	-
Loan to Keystone Sports GmbH	194	202
Loan to Keystone Sports AS	572	212
Loans to related parties	44,061	25,977
Total receivables	45,492	26,190

Liabilities*USD thousands*

	2024	2023
Cost recharge from Find A University Ltd	(169)	(73)
Cost recharge from Keystone Education Group AS	0	(15)
Cost recharge from Uni-Quest Ltd	(58)	(52)
Cost recharge from UniQuest, Inc	(20)	(23)
Cost recharge from Keystone Education Group AB	(4,853)	(172)
Cost recharge from Keystone Sports AS	0	(196)
Cost recharge from Keystone Sports S.L	(102)	(4)
Amounts owed to related parties	(5,201)	(535)
Loan from Keystone Education Group AS	(10,559)	(12,872)
Loan from Uni-Quest Ltd	0	0
Loan from Find A Solution Ltd	0	(289)
Loan from Find A University Ltd	(2,777)	(985)
Loan from FES Player Limited	(116)	(13)
Loan from Future Elite Sports Limited	0	(229)
Loan from Keystone Education Group OY	(1,141)	0
Loan from Study Outside Norway AS	(631)	0
Loan from TarGroup Media GmbH	(2,150)	0
Borrowings from related parties	(17,374)	(14,388)
Total liabilities	(22,576)	(14,923)

Note 13 - Financial instruments risk management objectives and policies

Financial risk

Risk management in KAS is carried out by management and approved by the Board of Directors. Potential risks are evaluated on a regular basis and management determines appropriate strategies related to how these risks are to be handled within KAS under the approved policies. This note explains KAS's exposure to financial risks and how these risks could affect the KAS's future financial performance. KAS is exposed to market (currency) risk, credit risk and liquidity risk. Management evaluates these risks and related risk management processes on an on-going basis.

Market risk

KAS is exposed to market risks related to the demand for its products and services and to the ability to maintain a competitive and attractive product offering. KAS manages the risk through continuous analysis of the interests and preferences of the users, by investing in products and services, and a continuous process of recruiting talent and developing the organization and the leadership.

Currency risk

The majority of the financial risk that KAS is exposed to relates to currency risk. Both revenue and operating expenses are exposed to foreign exchange rate fluctuations. KAS undertakes business within various geographies and foreign currencies and is consequently exposed to fluctuations in exchange rates, particularly NOK, USD, GBP, and EUR. Foreign exchange risk arises from transactions related to operations conducted, and financial assets and financial liabilities arising in foreign currencies.

Please note that some revenue numbers are impacted by changes in local currencies which are the basis for invoicing of customers. These effects are not specified in the table below.

Revenue split by currency

USD thousands	2024			2023	
SEK	97	0.5%	-	48	0.2%
NOK	78	0.4%	-	2,808	14.6%
GBP	2,741	14.1%	-	2,487	12.9%
EUR	10,392	53.3%	-	8,090	42.1%
USD	5,794	29.7%	-	5,415	28.2%
Other	387	2.0%	-	384	2.0%
Total	19,488		-	19,232	

Operating costs (including non-recurring items) split by currency

USD thousands	2024			2023	
SEK	-	4,579	22.2%	286	-1.6%
NOK	-	12,411	60.1%	(15,254)	86.2%
GBP	-	1,354	6.6%	(749)	4.2%
EUR	-	1,502	7.3%	(1,272)	7.2%
USD	-	793	3.8%	(719)	4.1%
Other	-	6	0.0%	7	0.0%
Total		(20,647)		(17,702)	

Credit risk

Credit risk is the risk of losses that the Company would suffer if a counterparty fails to perform its financial obligations. The Company's exposure to credit risk is mainly related to external receivables. Credit risk is assessed for each specific customer.

No single customer accounted for more than 10% of the Company's revenue during the financial year. Further, the Company conducts much of its business with universities and students, and has not experienced significant credit-related losses during this or previous financial years. The carrying value of trade and other receivables represent the Company's maximum exposure to credit risk at the balance sheet date. The Company as limited exposure in terms of credit risk related to loans and other receivables. For credit risk related to Trade receivables and Contracts assets, please refer to note 18 for more information.

Credit exposure as of 31 December:

Financial assets	Amortized cost / carrying value	
USD thousands	2024	2023
Cash and cash equivalents	736	7,111
Trade receivables	4,008	3,883
Other current assets	1,338	1,660
Total	6,082	12,654

13. Financial risk management

Liquidity risk

Liquidity reserve – cash and cash equivalents

<i>USD thousands</i>	2024	2023
Cash in hand and on deposit	736	7,111
Less restricted funds	303	5,185
Unrestricted cash	433	1,926

Cash and cash equivalents by currency

<i>USD thousands</i>	2024	2023
SEK	3	4,918
NOK	277	481
GBP	109	248
EUR	229	1,369
USD	117	95
Other	0	0
Total	736	7,111

Credit facility

<i>USD thousands</i>	2024	2023
Total Credit Facility	90,700	99,287
Utilized as of 31 December	(70,640)	(55,161)
Unutilized as of 31 December	20,060	44,127

Interest rate risk

The Group's interest rate risk is mainly related to loans where an element of the interest rate is not fixed, where an increase in floating rates would lead to an increase in interest costs and reduce net income and cash flow.

The table below shows a sensitivity of exposure to interest rate risk at the reporting date. This analysis assumes that all other variables remain constant and ignores any impact of forecast transactions.

<i>USD thousands</i>	2024	2023
Nominal value of interest-bearing debt excl. lease liabilities	70,640	69,549
Nominal value of unrestricted cash	11,924	7,111
Net interest-bearing liabilities	58,716	62,438
<i>Effect of 1 percentage point increase in interest rate on profit before tax</i>	(7)	(624)

Capital management

The Group's objective for its capital management is to safeguard its ability to continue as a going concern in order to provide returns for shareholders and benefit for other stakeholders, while maintaining an optimal capital structure to reduce the cost of capital. This includes being able to meet the financial covenants under the Group's credit facility. Also, the Group's objectives for capital management are to ensure that it generates sufficient free cash flows to have sufficient flexibility to invest in attractive investment opportunities. The Group still possesses a business model that anticipates considerable cash flow generation in the future.

14. Property, plant and equipment

<i>USD thousands</i>	Furniture, fixtures etc.	Machinery and equipment	Leasehold improvements	Total
Accumulated investment				
Balance 1 January 2023	170	842	551	1,563
Additions	-	-	-	-
Additions through business combinations	-	21	-	21
Disposal/retirements	-	-	-	-
Translation differences	(8)	(41)	(12)	(61)
Balance 31 December 2023	161	822	539	1,523
Additions	-	47	3	50
Additions through business combinations	-	-	-	-
Disposal/retirements	-	-	(337)	(337)
Translation differences	(15)	(82)	(19)	(116)
Balance 31 December 2024	146	787	186	1,119
Accumulated depreciation and impairment				
Balance 1 January 2023	168	496	546	1,211
Depreciation and impairment losses	0	105	3	109
Additions/disposal through business combinations	-	-	-	-
Disposal	-	-	-	-
Translation differences	(8)	(22)	(10)	(41)
Balance 31 December 2023	159.833	579.454	539.370	1,279
Depreciation and impairment losses	0	100	1	102
Additions/disposal through business combinations	-	-	-	-
Disposal	-	-	(338)	(338)
Translation differences	(15)	(59)	(19)	(93)
Balance 31 December 2024	145	621	184	950
Balance 31 December 2023	2	242	(0)	244
Balance 31 December 2024	1	166	2	170

Estimated useful life

2-3 years

3 years

5 years

Depreciation plan

Straight-line

Straight-line

Straight-line

15. Leases

IFRS 16 was implemented by the Company with effect as of January 1, 2020. The ROU assets and lease liabilities comprise office lease contracts. For financial subleasing contracts, the Company has recognized a lease receivable in the statement of financial position, with a corresponding reduction in the ROU asset. The movements of the Company's right of use assets, lease receivables and lease liabilities are presented below:

Right of use assets

<i>USD thousands</i>	2024	2023
Balance as of 1 January	1,352	1,582
Additions	-	-
Additions through business combinations	-	-
Lease receivable	-	-
Depreciation	(146)	(165)
Derecognition	-	15
Translation differences	(119)	(80)
Right of use assets as of 31 December	1,086	1,352

Depreciation is charged to the statement of comprehensive income on a straight-line basis over the estimated useful life of each leased asset. The estimated useful life is considered to be the term of the contract for each leased asset.

Lease liabilities

<i>USD thousands</i>	2024	2023
Balance as of 1 January	1,395	1,623
Additions	-	-
Additions through business combinations	-	-
Translation differences	(127)	(86)
Lease payments	(190)	(210)
Derecognition	-	(41)
Interest expense on lease liabilities	98	109
Lease liabilities as of 31 December	1,176	1,395
<i>Of which:</i>		
Current lease liabilities (less than 1 year)	96	97
Non-current lease liabilities (more than 1 year)	1,080	1,298
Balance as of 31 December	1,176	1,395

The Company's office leases have lease terms that vary from 2 to 10 years, and some agreements involve a right of renewal which may be exercised during the last period of the lease terms. The Company assesses at the commencement date whether it is reasonably certain to exercise the renewal right. The Company has no potential future lease payments not included in the lease liabilities related to extension options as of 31 December 2023.

Future lease payments

The below table shows the future minimum lease payments under non-cancellable lease contract.

<i>USD thousands</i>	2024	2023
Less than one year	96	97
Between one to five years	365	359
More than five years	715	939
Total	1,176	1,394

16. Intangible assets

Intangible assets

<i>USD thousands</i>	Goodwill	Trademark	Development	Total
Accumulated investment				
Balance 1 January 2023	647	88	7,331	8,065
Additions	-	-	1,415	1,415
Additions through business combinations	-	-	-	-
Disposal/retirements	-	-	-	-
Translation differences	(29)	(4)	(330)	(363)
Balance 31 December 2023	617	83	8,416	9,117
Additions			2,411	2,411
Additions through business combinations				-
Disposal/retirements				-
Translation differences	(114)	(8)	(882)	(1,005)
Balance 31 December 2024	503	75	9,945	10,523
Accumulated depreciation and impairment				
Balance 1 January 2023	647	-	4,243	4,890
Depreciation and impairment losses	-	-	1,650	1,650
Additions through business combinations	-	-	-	-
Disposal/retirements	-	-	-	-
Translation differences	(29)	-	(165)	(194)
Balance 31 December 2023	617	-	5,729	6,346
Depreciation and impairment losses	-		1,817	1,817
Additions through business combinations				-
Disposal/retirements				-
Translation differences	(114)	-	(631)	(746)
Balance 31 December 2024	503	-	6,914	7,417
Net carrying amounts				
Balance 31 December 2023	-	83	2,687	2,771
Balance 31 December 2024	-	75	3,030	3,106

Other intangibles mainly consist of customer relationships. The below table shows the useful life and depreciation plan split by type of intangible asset.

Asset type	Useful life	Depreciation plan
Goodwill	Indefinite	NA
Trademark	Indefinite	Na
Proprietary technology	5 years	Straight-line
Other intangibles	1-10 years	Straight-line
Development	3 years	Straight-line

The Company reviews the useful life of its trademarks on an individual basis. They are considered to have an indefinite useful life when it is assessed there is no foreseeable limit to the period the asset is expected to generate net cash inflows for the entity.

Research and development (R&D)

Development is an internally developed intangible asset. Engineering salaries are the primary expense incurred in terms of costs related to research, development and maintenance of platforms and applications. In 2024, USD 2 410 thousand (2023: USD 1 415 thousand) in development costs were capitalized. For additional information on judgements related to capitalized R&D costs, see note 4.

Note 17 - Investments in subsidiaries and other non-current financial assets

Investments in subsidiaries and other non-current financial assets

USD thousands	2024	2023
Investments in subsidiaries	117,427	129,135
Total	117,427	129,135

Other non-current financial assets consists of receivables.

Impairment testing of investments in subsidiaries

Investments in subsidiaries are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired.

For the purposes of assessing impairment, investments in subsidiaries are grouped at entity levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other entities (cash-generating units).

The Company had investments in subsidiaries related to the acquisitions of EMG, Uniquest, FAS, Keystone Sport AS, Keystone Sport SA and Keystone Sport GMBH, SONOR, I-Con and Future Elite.

FY 2024 Impairment testing

The Company has done an impairment test at Group level, with no indications of impairment. There has been no impairment bookings during FY 2024, nor has there been any impairment indicators at company levels (lowest CGU).

USD millions	EMG	UQ	FAS	KS AS	KS SA
Book value of shares in subsidiaries EOY	68,370	18,114	20,953	2,243	2,423
Carrying value	68,370	18,114	20,953	2,243	2,423

USD millions	KS GmbH	SONOR	I-CON	Future Elite
Book value of shares in subsidiaries EOY	1,283	1,211	1,251	1,708
Carrying value	1,283	1,211	1,251	1,708

FY 2023 Impairment testing

The Company has done an impairment test at Group level, with no indications of impairment. There has been no impairment bookings during FY 2023, nor has there been any impairment indicators at company levels (lowest CGU).

USD millions	EMG	UQ	FAS	KS AS	KS SA
Book value of shares in subsidiaries EOY	75,469	19,994	22,504	2,475	2,674
Carrying value	75,469	19,994	22,504	2,475	2,674

USD millions	KS GmbH	SONOR	I-CON	Future Elite
Book value of shares in subsidiaries EOY	1,416	1,336	1,381	1,885
Carrying value	1,416	1,336	1,381	1,885

18. Trade receivables, contract assets and other current assets

Specification of trade and other receivables

<i>USD thousands</i>	2024	2023
Other current assets		
Current tax assets	-	-
Prepayments	1,157	1,572
VAT receivable	177	84
Employee benefits	4	4
Other receivables	-	-
Other current assets	1,338	1,660
Unbilled revenue		
Contract assets (sublease receivable)	-	-
Unbilled revenue	332	386
Allowance for bad debts on unbilled revenue	-	-
Unbilled revenue	332	386
Trade receivables		
Accounts receivable	4,486	4,442
Allowance for bad debts	(478)	(559)
Trade receivables	4,008	3,883
Total	5,678	5,929

Aging of trade receivables

<i>USD thousands</i>	2024	2023
Not past due date	3,066	2,678
0-30 days	396	696
31-60 days	90	193
61-90 days	27	81
Over 90 days	430	235
Total carrying value trade receivebles	4,008	3,883

Movements in trade receivables bad debt provision

<i>USD thousands</i>	2024	2023
Bad debt provision 1 January	(559)	(163)
Change in provision in the year	29	(403)
Receivables written off during the year	-	-
Translation differences	53	8
Bad debt provision 31 December	(478)	(559)

Trade receivables and unbilled revenue per region

<i>USD thousands</i>	2024	2023
EMEA	3,679	1,686
Americas	526	97
Asia Pacific	135	2,426
Rest of world	-	60
Total	4,340	4,269

The table above itemizes the trade receivables and unbilled revenue based on the location of the customers.

Note 19 - Classes and categories of financial assets and liabilities

Financial instruments, and contracts accounted for as such, are included in several line items in the statement of financial position and classified in categories for accounting treatment. A classification of financial instruments is presented below:

Financial assets		
USD thousands	2024	2023
Cash and equivalents (note 13)	736	7,111
Trade receivables (note 18)	4,008	3,883
Other financial assets	513	475
Total	5,257	11,469

Financial liabilities		
USD thousands	2024	2023
Borrowings (note 21)	88,014	69,549
Trade payables (note 22)	687	980
Lease liability (note 15)	1,176	1,395
Contingent consideration (note 23)	4,854	16,686
Other financial liabilities	13,287	9,611
Total	108,019	98,220

Most of the financial assets held by KAS are held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and are thus measured subsequently at amortised cost less loss allowances. There are some minor investments in shares that are measured at fair value through profit or loss (see note 17).

All financial liabilities are measured at amortized cost with the exception of contingent liabilities and other share investments which are measured at level 3. KAS does not have financial liabilities held-for-trading or designated at fair value through profit or loss.

The carrying amounts of financial assets and liabilities approximate their fair value as at 31/12/2024.

Arrangements with financial institutions are entered into on market terms, and the carrying value at the reporting date has been assessed as approximating fair value.

The levels in the fair value hierarchy are based on the extent to which fair values are observable:

Level 1: fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability either directly or indirectly.

Level 3: fair value measurement are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable input).

Fair value of the arrangements with financial institutions fall within level 3 of the fair value hierarchy.

Note 20 - Maturity analysis financial liabilities

The tables below analyse KAS's financial liabilities into relevant maturity groupings based on their contractual maturities. The amount disclosed in the table are the contractual undiscounted cash flows.

For the year ended 31 December 2024

<i>USD thousands</i>	Total	<1 year	2 years	3 years	4 years	> 5 years
Borrowings (note 21)	70,640	70,640	-	-	-	-
Lease liability (note 15)	1,176	96	108	121	136	715
Contingent consideration (note 23)	4,921	4,921	-			
Total interest-bearing liabilities	76,736	75,656	108	121		715
Trade payables (note 22)	687	687				
Other financial liabilities	6,741	6,741				
Total non-interest-bearing liabilities	7,428	7,428	-	-		-
Total financial liabilities	84,164	83,084	108	121	-	715

The earnout payments are the estimated future payments. Please see note 23 contingent consideration for more information about earnout payments.

For the year ended 31 December 2023

<i>USD thousands</i>	Total	<1 year	2 years	3 years	4 years	> 5 years
Borrowings (note 21)	69,549	289	55,161			14,099
Lease liability (note 15)	1,394	97	106	119	134	939
Contingent consideration (note 23)	17,600	12,300	5,300			
Total interest-bearing liabilities	88,543	12,686	60,566	119		15,038
Trade payables (note 22)	980	980				
Other financial liabilities	2,053	2,053				
Total non-interest-bearing liabilities	3,033	3,033	-	-		-
Total financial liabilities	91,576	15,719	60,566	119	-	15,038

21. Borrowings and interest-bearing liabilities

In December 2020, Keystone Academic Solutions AS signed a credit facility agreement with Ture, allowing the company to borrow up to SEK 500 million for 3.5 years. In March 2023, the credit facility was increased to SEK 1 000 million with maturity in December 2025.

As of 31 December 2024, the equivalent of USD 70.64 million of the facility had been drawn up, drawn in SEK 545.4 million and EUR 20.35 million.

The credit facility has financial covenants related to maximum leverage and minimum cash. The Group was in breach with the leverage covenant as of December 2024 but received a waiver from the lender. Interest-bearing liabilities of USD 70.6 million has been reclassified to current liabilities as the loan matures in December 2025, less than 12 months from the balance sheet date. 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. The new bond loan has no maintenance covenants. The Group also agreed with Nordea a revolving credit facility of USD 15.0 million.

The facility is secured through a pledge in shares in Keystone Academic Solutions AS and its subsidiaries.

The credit facility specifies interest rates for any drawn amount defined as a margin over STIBOR (for SEK amounts drawn)

Reconciliation of movements in loan facility

<i>USD thousands</i>	2024	2023
Balance 1 January	55,161	37,760
Additions through business combinations		
New loan	20,767	15,848
Repayment of principal		
Interest expense incurred	7,849	5,388
Interest expense paid	(7,849)	(5,388)
Translation differences	(5,288)	1,552
Balance 31 December	70,640	55,161

The full loan balance is classified as current liabilities as of 31 December 2024 and non-current as of 2023. Interest-bearing liabilities are measured at amortized cost, and instalments falling due within 12 months after the reporting date are classified as current (this includes capitalized interest). Please also refer to note 13 and 20 for more information about FX and maturity.

Composition of net interest-bearing debt

<i>USD thousands</i>	2024	2023
Borrowings	88,014	69,549
Cash and cash equivalents	(736)	(7,111)
Net interest-bearing debt	87,279	62,438
Contingent considerations (earn-outs)	4,854	16,686
Lease liabilities	1,176	1,395
Net interest-bearing debt (including lease liabilities and earn-out liabilities)	93,309	80,519

Note 22 - Trade payables and other liabilities

Trade payable and other liabilities

USD thousands	2024	2023
Trade payable	687	980
Other accruals	-	-
Trade payable and other payable	687	980
Contract liability (Deferred revenue/pre-payment from customers)	6,546	7,558
Accrued salary fee, bonus and commissions	231	239
Accrued vacation money	548	716
Other employee liabilities	64	-
Employee benefit obligations	843	955
VAT	67	-
Employee withholding tax	214	288
Payroll tax	549	391
Public duties payable	830	679
Accrued expenses	5,053	405
Other current liabilities	15	15
Other current liabilities	5,067	419
Total	13,974	10,591

Contract liability (Deferred revenue/pre-payment from customers)

KAS receives payments from customers based on a billing schedule, as established in our contracts. Contract liability relates to payments received in advance of performance under the contract. Contract liabilities are recognised as revenue as (or when) the Group perform under the contract.

Description of security	Security type	Value of security
Office lease in Norway	Bank guarantee	NOK 1,782k

The credit facility agreement with Ture is secured through a pledge in shares in Keystone Academic Solutions AS and its subsidiaries. Please also refer to note 21 for more information about the credit facility

Note 23 - Provisions and contingent liabilities

Other contingent liabilities

KAS is not involved in any disputes or trials as the balance sheet date or as the date of the approval of these financial statement, that would lead to recognition of a liability or require disclosure.

The Company's Management and the Board are not aware of any such incidents that may have a negative impact on KAS.

Earnout provisions

The Company has assumed earnout obligations as part of the business combinations executed during 2024.

Valuation techniques and significant unobservable inputs

The following tables show the valuation techniques used in measuring Level 3 fair values, as well as the significant unobservable inputs used.

Type	Valuation technique	Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value measurement
Contingent consideration	Discounted cash flows	*Forecasted annual revenue	The estimated fair value would increase (decrease) if:
	The valuation model considers the present value of expected payment, discounted using a risk-adjusted discount rate. The expected payment is determined by considering the possible scenarios where KEG has forecast EBITDA, the amount to be paid under each scenario and the probability of each scenario.	*Forecasted EBIT *Risk-adjusted discount rate	*The annual revenue growth rate were higher (lower), * The EBIT margin were higher (lower); or * The risk-adjusted discount rate were lower (higher) Generally, a change in the annual revenue growth rate is accompanied by a directionally similar change in EBIT margin.

Reconciliation of movement in net present value of contingent liabilities (earn-outs) for year ended 31 December 2024

<i>USD thousands</i>	Individually immaterial	Uniquet	Total
Balance 1 January 2024	9,621	7,065	16,686
Assumed in a business combination	-	-	-
Earn-out payments	(4,655)	(8,021)	(12,676)
Remeasurement during the year	245	301	546
Interest expenses	424	310	735
Foreign exchange differences	346	344	690
Translation differences	(1,127)	-	(1,127)
Balance 31 December 2024	4,854	0	4,854
Non-current portion	0	-	0
Current portion	4,854	0	4,854
Total	4,854	0	4,854

The table above shows the present value of the expected future payments, discounted at a 5.5% rate. The expected future payments are estimated by considering the possible scenarios of forecast revenue and EBIT, the amount to be paid under each scenario, and the probability of each scenario.

Reconciliation of movement in net present value of contingent liabilities (earn-outs) for year ended 31 December 2023

<i>USD thousands</i>	Individually immaterial	Uniquet	Total
Balance 1 January 2023	6,596	11,353	17,949
Assumed in a business combination	8,097	-	8,097
Earn-out payments	(5,898)	(6,413)	(12,311)
Remeasurement during the year	376	1,265	1,641
Interest expenses	554	464	1,018
Foreign exchange differences	134	962	1,096
Translation differences	(238)	(567)	(805)
Balance 31 December 2023	9,621	7,065	16,686
Non-current portion	5,115	-	5,115
Current portion	4,506	7,065	11,571
Total	9,621	7,065	16,686

In addition to the contingent liabilities above, EUR 3.7 million in sellers’ credit is booked as other long-term liabilities and EUR 1.7 million in net cash reclaim amount is booked as other short-term liabilities. Please refer to note 16 and 22 for more information.

Best estimate of earn-outs to be paid (nominal values) as of 31 December 2024

<i>USD thousands</i>	Individually immaterial	Uniquist	Total
June 2025	4,921	-	4,921
Total	4,921	-	4,921

Estimated maximum earn-out payments (nominal values) as of 31 December 2024

<i>USD thousands</i>	Individually immaterial	Uniquist	Total
June 2025	10,914	-	10,914
Total	10,914	-	10,914

Sensitivity analysis of changes in key assumptions

Reasonably possible changes at the reporting date to one of the relevant assumptions (forecast annual revenue and forecast EBITDA) would, holding the other assumptions constant 1), have the following effects on the net present value and the fair value of the contingent consideration:

¹⁾ Generally, a change in the annual revenue is accompanied by a directionally similar change in EBITDA

Effect on net present values

<i>USD thousands</i>	Individually immaterial	Uniquist	Total
Annual revenue (10% increase)	5,316	-	5,316
Annual revenue (10% decrease)	-	-	-
EBITDA (10% increase)	4,788	-	4,788
EBITDA (10% decrease)	4,854	-	4,854

Effect on best estimate of earn-outs to be paid (nominal values)

<i>USD thousands</i>	Individually immaterial	Uniquist	Total
Annual revenue (10% increase)	5,389	-	5,389
Annual revenue (10% decrease)	-	-	-
EBITDA (10% increase)	4,921	-	4,921
EBITDA (10% decrease)	4,630	-	4,630

Note 24 - Share capital and shareholders

As of December 31, 2024, KAS had a share capital of NOK 14,865,921 (USD 1,311,969.02) divided into 4,955,307 ordinary shares out of which 49,103 are treasury shares, all with a nominal value of NOK 3 each (USD 0.26). All ordinary shares have equal voting rights and the right to receive dividends.

Please refer to the Consolidated statement of changes in equity for information about equity transactions.

Dividends

KAS did not pay dividends in 2024 or 2023.

The Board of Directors proposes that the 2024 Annual General Meeting does not approve any dividend payments.

Ownership structure

Keystone Education Group AS owes 100% of the shares and voting equity interest of the company as of December 31, 2024.

25. Events after the reporting date

Debt refinancing

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. The new bond loan has no maintenance covenants. The Group also agreed with Nordea a revolving credit facility of USD 15.0 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 and international institutional investors.

26. 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, non-recurring costs and share-based payments
- Net cash (debt): Short- and long-term interest-bearing debt adjusted for the liquidity positions. Only the utilized part of the credit facility is included in the calculations

Reconciliation of Adjusted EBITDA

USD thousands	2024	2023
Operating profit ("EBIT"), excluding non-recurring costs	(454)	3,045
Share-based payments	52	2
Depreciation, amortization, and impairment expenses	2,065	1,924
Adjusted EBITDA	1,663	4,971

Reconciliation of net interest-bearing debt

USD thousands	2024	2023
Interest-bearing debt	88,014	69,549
Cash and cash equivalents	(736)	(7,111)
Net interest-bearing debt	87,279	62,438

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Final Audit Report

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Signer fredrik.soderlindh@keg.com entered name at signing as Fredrik Söderlindh

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Document e-signed by Fredrik Söderlindh (fredrik.soderlindh@keg.com)

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