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CapHold RPG ApS

Lyngbyvej 2
2100 København Ø
CVR No. 44465841

Annual report 30.11.2023 - 30.09.2024

The Annual General Meeting adopted the annual report on 26.03.2025

Louise In Birk Delfs
Chairman of the General Meeting

Contents

Entity details

Entity

CapHold RPG ApS
Lyngbyvej 2
2100 København Ø

Business Registration No.: 44465841
Registered office: København
Financial year: 30.11.2023 - 30.09.2024
URL: www.rightpeoplegroup.com

Board of Directors

Agner Nørgaard Mark, Chairman
Martin Jørgensen, Vice Chairman
Søren Grud Rosenmeier
Louise In Birk Delfs
Helena Jose Sardinha Petersen

Executive Board

Henrik Deichmann Arent
Jesper Geisler

Auditors

Deloitte Statsautoriseret Revisionspartnerselskab
Weidekampsgade 6
2300 Copenhagen S

Statement by Management

The Board of Directors and the Executive Board have today considered and approved the annual report of CapHold RPG ApS for the financial year 30.11.2023 - 30.09.2024.

The annual report is presented in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the Entity's financial position at 30.09.2024 and of the results of its operations for the financial year 30.11.2023 - 30.09.2024.

We believe that the management commentary contains a fair review of the affairs and conditions referred to therein.

We recommend the annual report for adoption at the Annual General Meeting.

Copenhagen, 26.03.2025

Executive Board

Henrik Deichmann Arent

Jesper Geisler

Board of Directors

Agner Nørgaard Mark
Chairman

Martin Jørgensen
Vice Chairman

Søren Grud Rosenmeier

Louise In Birk Delfs

Helena Jose Sardinha Petersen

Independent auditor's report

To the shareholder of CapHold RPG ApS

Opinion

We have audited the financial statements of CapHold RPG ApS for the financial year 30.11.2023 - 30.09.2024, which comprise the income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies. The financial statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the Entity's financial position at 30.09.2024 and of the results of its operations for the financial year 30.11.2023 - 30.09.2024 in accordance with the Danish Financial Statements Act.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the "Auditor's responsibilities for the audit of the financial statements" section of this auditor's report. We are independent of the Entity in accordance with the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (IESBA Code) and the additional ethical requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Management's responsibilities for the financial statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the Danish Financial Statements Act, and for such internal control as Management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, Management is responsible for assessing the Entity's ability to continue as a going concern, for disclosing, as applicable, matters related to going concern, and for using the going concern basis of accounting in preparing the financial statements unless Management either intends to liquidate the Entity or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Entity's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.

- Conclude on the appropriateness of Management's use of the going concern basis of accounting in preparing the financial statements, and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Entity to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures in the notes, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.

- Plan and perform the audit of the financial statements to obtain sufficient appropriate audit evidence regarding the consolidated financial information of the entities or business units as a basis for forming an opinion on the financial statements. We are responsible for the direction, supervision and review of the audit work performed. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Statement on the management commentary

Management is responsible for the management commentary.

Our opinion on the financial statements does not cover the management commentary, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the management commentary and, in doing so, consider whether the management commentary is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether the management commentary provides the information required by relevant law and regulations.

Based on the work we have performed, we conclude that the management commentary is in accordance with the financial statements and has been prepared in accordance with the requirements in the relevant law and regulations. We did not identify any material misstatement of the management commentary.

Copenhagen, 26.03.2025

Deloitte
Statsautoriseret Revisionspartnerselskab
CVR No. 33963556

Henrik Hartmann Olesen
State Authorised Public Accountant
Identification No (MNE) mne34143

Management commentary

Primary activities

The entity's main activities consist of owning shares in foreing companies in the consultancy industry.

Right People Group is providing premium IT and business consulting services to companies and organizations.

Development in activities and finances

The Company was established in 2024 and invested in GLUD GLUDSEN GROUP ApS.

The Company's income statement for the first financial year 2023/24 shows a loss of DKK 11.2 million, and the Company's balance sheet as of 30 September 2024 shows equity of DKK 182.4 million.

Events after the balance sheet date

In December 2024, the group enterprise Glud Gludsen Group ApS acquired Shareminds ApS.

Furthermore, no events have occurred after the balance sheet date to this date, which would influence the evaluation of this annual report.

Income statement for 2023/24

	Notes	2023/24 DKK
Gross profit/loss		**(6,840,466)**
Staff costs	1	(1,870,645)
Operating profit/loss		**(8,711,111)**
Income from investments in group enterprises		175,782
Other financial income	2	713,138
Other financial expenses	3	(4,028,353)
Profit/loss before tax		**(11,850,544)**
Tax on profit/loss for the year	4	698,038
Profit/loss for the year		**(11,152,506)**
Proposed distribution of profit and loss		
Retained earnings		(11,152,506)
Proposed distribution of profit and loss		**(11,152,506)**

Balance sheet at 30.09.2024

Assets

	Notes	2023/24 DKK
Investments in group enterprises		219,301,396
Receivables from group enterprises		30,690,411
Financial assets	5	**249,991,807**
Fixed assets		**249,991,807**
Trade receivables		337,347
Receivables from group enterprises		1,000
Other receivables		89,542
Joint taxation contribution receivable	6	698,038
Receivables		**1,125,927**
Cash		**3,800,889**
Current assets		**4,926,816**
Assets		**254,918,623**

Equity and liabilities

	Notes	2023/24 DKK
Contributed capital		100,000
Share premium		153,011,780
Reserve for net revaluation according to the equity method		131,608
Retained earnings		29,160,265
Equity		**182,403,653**
Bank loans		61,255,900
Non-current liabilities other than provisions	7	**61,255,900**
Current portion of non-current liabilities other than provisions	7	9,000,000
Trade payables		1,693,909
Other payables		565,161
Current liabilities other than provisions		**11,259,070**
Liabilities other than provisions		**72,514,970**
Equity and liabilities		**254,918,623**
Contingent liabilities	8	
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Statement of changes in equity for 2023/24

	Contributed capital DKK	Share premium DKK	Reserve for net revaluation according to the equity method DKK	Retained earnings DKK	Total DKK
Contributed upon formation	40,000	0	0	0	40,000
Increase of capital	60,000	153,011,780	0	0	153,071,780
Exchange rate adjustments	0	0	(44,174)	0	(44,174)
Group contributions etc.	0	0	0	40,488,553	40,488,553
Profit/loss for the year	0	0	175,782	(11,328,288)	(11,152,506)
Equity end of year	**100,000**	**153,011,780**	**131,608**	**29,160,265**	**182,403,653**

Notes

1 Staff costs

	2023/24 DKK
Wages and salaries	1,863,432
Other social security costs	7,213
	1,870,645

Average number of full-time employees	**3**

2 Other financial income

	2023/24 DKK
Financial income from group enterprises	690,411
Other interest income	22,680
Exchange rate adjustments	47
	713,138

3 Other financial expenses

	2023/24 DKK
Other interest expenses	3,966,825
Exchange rate adjustments	628
Other financial expenses	60,900
	4,028,353

4 Tax on profit/loss for the year

	2023/24 DKK
Refund in joint taxation arrangement	(698,038)
	(698,038)

5 Financial assets

	Investments in group enterprises DKK	Receivables from group enterprises DKK
Additions through business combinations etc.	219,169,788	0
Additions	0	30,690,411
Cost end of year	**219,169,788**	**30,690,411**
Exchange rate adjustments	(44,174)	0
Amortisation of goodwill	(6,735,828)	0
Share of profit/loss for the year	6,911,610	0
Revaluations end of year	**131,608**	**0**
Carrying amount end of year	**219,301,396**	**30,690,411**
Goodwill or negative goodwill recognised during the financial year	195,556,294	

Carrying amount of goodwill end of year totals DKK 188,820,466.

Investments in subsidiaries	Registered in	Corporate form	Equity interest %
GLUD GLUDSEN GROUP ApS	Copenhagen	ApS	100.00

6 Joint taxation contribution receivable

Receivables from jointly taxed entities in all material respects fall due after more than 12 months from the balance sheet date. It is Managements expecation that the receivables are repaid over a period of 1-2 years.

7 Non-current liabilities other than provisions

	Due within 12 months 2023/24 DKK	Due after more than 12 months 2023/24 DKK
Bank loans	9,000,000	61,255,900
	9,000,000	**61,255,900**

8 Contingent liabilities

The Entity participates in a Danish joint taxation arrangement where TopCap RPG ApS serves as the administration company. According to the joint taxation provisions of the Danish Corporation Tax Act, the Entity is therefore secondarily liable for income taxes etc. for the jointly taxed entities, which is limited to the equity interest by which the entity participates in the Group, and also secondarily liable for obligations, if any, relating to the withholding of tax on interest, royalties and dividend for the jointly taxed entities. The jointly taxed entities' total known net liability under the joint taxation arrangement is disclosed in the administration company's financial statements.

9 Assets charged and collateral

The Entity has guaranteed the group enterprise GLUD GLUDSEN GROUP ApS´s debt with bank connection by surity as outlined above and by way of charged collateral in receivables from group enterprises.

Bank loans in CapHold RPG ApS group secured by collateral amount to DKK 86.1 million.

Bank loans with bank connection are secured by way of charged collateral in financial assets. Shares in GLUDSEN GROUP ApS has been pledged as a part of the loan agreement. The recognised value of the assets charged amounts to a total of DKK 219.4 million, equivalent to the underlying equity value of subsidiaries.

10 Group relations

Name and registered office of the Parent preparing consolidated financial statements for the smallest group:
MidCap RPG ApS, Lyngbyvej 2, 2100 Copenhagen Ø, Denmark

Accounting policies

Reporting class
This annual report has been presented in accordance with the provisions of the Danish Financial Statements Act governing reporting class B enterprises with addition of a few provisions for reporting class C.

Consolidated financial statements
Referring to section 112(1) of the Danish Financial Statements Act, no consolidated financial statements have been prepared.

Non-comparability
The financial period is the company's first reporting period comprising the period of 23.12.2023 - 30.09.2024, and further, all subsidiaries has been aquired during the period, therefore the figures in the consolidated income statement represents varying reporting periods.

Recognition and measurement
Assets are recognised in the balance sheet when it is probable as a result of a prior event that future economic benefits will flow to the Entity, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when the Entity has a legal or constructive obligation as a result of a prior event, and it is probable that future economic benefits will flow out of the Entity, and the value of the liability can be measured reliably.

On initial recognition, assets and liabilities are measured at cost. Measurement subsequent to initial recognition is effected as described below for each financial statement item.

Anticipated risks and losses that arise before the time of presentation of the annual report and that confirm or invalidate affairs and conditions existing at the balance sheet date are considered at recognition and measurement.

Income is recognised in the income statement when earned, whereas costs are recognised by the amounts attributable to this financial year.

Business combinations
Newly acquired or newly established enterprises are recognised in the financial statements from the time of acquiring or establishing such enterprises. Divested or wound-up enterprises are recognised in the consolidated income statement up to the time of their divestment or winding-up.

The purchase method is applied at the acquisition of new enterprises, under which identifiable assets and liabilities of these enterprises are measured at fair value at the acquisition date. Provisions for costs of restructuring of the enterprise acquired are only made in so far as such restructuring was decided by the enterprise acquired prior to acquisition. Allowance is made for the tax effect of restatements.

Positive differences in amount (goodwill) between cost of the acquired share and fair value of the assets and liabilities taken over are recognised in intangible assets, and they are amortised systematically over the income statement based on an individual assessment of their useful lives. If the useful life cannot be estimated reliably, it is fixed at 10 years. Useful life is reassessed annually.

The uniting-of-interests method is applied on acquisition of enterprises, mergers, demergers, contributions of assets and exchanges of shares, etc. where the enterprises concerned are controlled by the Parent, under which method the combination is considered completed at the date of acquisition without restatement of comparative figures. Under the uniting-of-interests method, the acquiree's assets and liabilities are recognised at their carrying amounts, adjusted for any differences in accounting policies and accounting estimates. The difference between the consideration agreed and the carrying amount of the acquiree is recognised in equity.

Income statement

Gross profit or loss

Gross profit or loss comprises revenue, own work capitalised, other operating income and consumables and external expenses.

Revenue

Revenue from the sale of mangemant fee services is recognised in the income statement when delivery is made to the buyer. Revenue is recognised net of VAT, duties and sales discounts and is measured at fair value of the consideration fixed.

Other external expenses

Other external expenses include expenses relating to the Entity's normal activities, including expenses for premises, stationery and office supplies, marketing costs, etc. This item also includes writedowns of receivables recognised in current assets.

Staff costs

Staff costs comprise salaries and wages, and social security contributions, pension contributions, etc. for entity staff.

Income from investments in group enterprises

Income from investments in group enterprises comprises the pro rata share of the individual enterprises' profit/loss after full elimination of intra-group profits or losses.

Other financial income

Other financial income comprises interest income, net capital or exchange gains on securities, payables and transactions in foreign currencies, and tax relief under the Danish Tax Prepayment Scheme etc.

Other financial expenses

Other financial expenses comprise interest expenses, , net capital or exchange losses on securities, payables and transactions in foreign currencies, and tax surcharge under the Danish Tax Prepayment Scheme etc.

Tax on profit/loss for the year

Tax for the year, which consists of current tax for the year and changes in deferred tax, is recognised in the income statement by the portion attributable to the profit for the year and recognised directly in equity by the portion attributable to entries directly in equity.

The Entity is jointly taxed with all Danish group enterprises. The current Danish income tax is allocated among the jointly taxed entities proportionally to their taxable income (full allocation with a refund concerning tax losses).

Balance sheet

Investments in group enterprises

Investments in group enterprises are recognised and measured according to the equity method. This means that investments are measured at the pro rata share of the enterprises' equity value plus unamortised goodwill and plus or minus unrealised intra-group profits or losses. Refer to the above section on business combinations for more details about the accounting policies used on acquisitions of investments in group enterprises.

Group enterprises with negative equity value are measured at DKK 0. Any receivables from these enterprises are written down to net realisable value based on a specific assessment. If the Parent has a legal or constructive obligation to cover the liabilities of the relevant enterprise, and it is probable that such obligation will involve a loss, a provision is recognised that is measured at present value of the costs necessary to settle the obligations at the balance sheet date.

Upon distribution of profit or loss, net revaluation of investments in group enterprises is transferred to the reserve for net revaluation according to the equity method in equity.

Goodwill is calculated as the difference between cost and fair value of the pro rata share of assets and liabilities acquired. Goodwill is amortised straight-line over its estimated useful life, which is fixed based on the experience gained by Management for each business area. For one amount of goodwill, it has not been possible to estimate useful life reliably, for which reason such useful life has been set at 10 years. For other amounts of goodwill, useful life has been determined based on an assessment of whether the enterprises are strategically acquired enterprises with a strong market position and a long-term earnings profile and whether the amount of goodwill includes intangible resources of a temporary nature that cannot be separated and recognised as separate assets. Useful lives are reassessed annually. The amortisation periods used are 20 years.

Investments in group enterprises are written down to the lower of recoverable amount and carrying amount.

Receivables

Receivables are measured at amortised cost, usually equalling nominal value, less writedowns for bad and doubtful debts.

Joint taxation contributions receivable or payable

Current joint taxation contributions payable or joint taxation contributions receivable are recognised in the balance sheet, calculated as tax computed on the taxable income for the year, which has been adjusted for prepaid tax. For tax losses, joint taxation contributions receivable are only recognised if such losses are expected to be used under the joint taxation arrangement.

Cash

Cash comprises cash in hand and bank deposits.

Other financial liabilities

Other financial liabilities are measured at amortised cost, which usually corresponds to nominal value.