Interim Report, Q3 2024

QUOTE FROM THE CEO

"I am excited to share that Verve achieved further substantial growth in the third quarter of 2024. Our net revenue reached €114 million, reflecting an impressive year-over-year revenue growth of 45%, of which 31% was driven organically (excluding FX and the Jun Group). We generated particularly strong growth in the US, which now represents 80% of our revenues. Verve's strong growth has been fueled primarily by our leading position in mobile in-app advertising combined with our strength in ID-less advertising solutions. Ongoing AI technology improvements coupled with feedback loops from each single transaction continuously strengthen our targeting capabilities. Addressability in the fast-growing ID-less part of the ad market is currently one of the biggest challenges for both advertisers and publishers, which is why Verve's ID-less solutions strongly resonate with new and existing clients. This is confirmed by a 56% increase in the number of large software clients in the third quarter and a net $ expansion rate of existing clients of 108%. As we work on integrating the Jun Group demand activities into the Verve Group, we are proud to report accelerating Organic Revenue Growth on a stand-alone-basis for Jun Group, rising from 2% in Q2 2024 (pre-acquisition) to 7% in Q3 2024 (two months with Verve) and reaching 13% in October 2024. Our adjusted EBITDA saw a notable year-over-year increase of 45%, reaching €34 million, with a margin of 30% (compared to 29% in Q3 2023). While further increasing our EBITDA, we continue to invest in our sales force and in enhancing our product and platform capabilities. Looking ahead, we expect continued strong Organic Revenue Growth for the remainder of 2024 and beyond, along with further improvements in profitability and our growth trajectory remains strong." commented Remco Westermann, CEO of Verve.

FINANCIAL HIGHLIGHTS Q3

- Net revenue 113.7 (78.3) €m, an increase of 45%
- Organic net revenue increased by 31%, driven by new Software Clients as well as budget increases from existing Software Clients
- Adj. EBITDA 33.6 (23.1) €m, an increase of 45%, adj. EBITDA margin of 30 (29) %
- Adj. EBIT 25.2 (18.4) €m, an increase of 37%
- Items affecting comparability impacting EBITDA of -2.6 (-40.6) €m, mainly for Jun Group M&A transaction costs
- Adj. Net result of 10.9 (42.9) €m, a decrease of 75%[1]
- Operating Cashflow amounted to 54.1 (27.8) €m, an increase of 94%
- Total net debt, amounted to 377.7 (305.4) €m
- Adj. Leverage Ratio of 2.6x (3.2x)
- Cash position amounted to 118.9 (110.4) €m
- Earnings Per Share (EPS) amounted to 0.04 (0.25[1]) €
- Adj. EPS amounted to 0.06 (0.27[1]) €
- Total Assets amounted to 1,156 (1,006) €m
- Equity Ratio was 34 (37) %
- 56% increase in Software Clients to 1,076 (690) incl. Jun Group

KEY FIGURES

In €m	2024 Q3	2023 Q3	2024 Q1-Q3	2023 Q1-Q3	2023 FY
Net Revenues	**113.7**	**78.3**	**292.8**	**223.3**	**322.0**
Y-o-Y Growth in Revenues	*45%*	*-11%*	*31%*	*-4%*	*-1%*
EBITDA	**36.2**	**63.7**	**84.4**	**101.2**	**128.5**
EBITDA Margin	*32%*	*81%*	*29%*	*45%*	*40%*
Adj. EBITDA	**33.6**	**23.1**	**84.8**	**63.5**	**95.2**
Adj. EBITDA Margin	*30%*	*29%*	*29%*	*28%*	*30%*
EBIT	**24.5**	**55.4**	**56.3**	**79.3**	**99.0**
EBIT Margin	*22%*	*71%*	*19%*	*36%*	*31%*
Adj. EBIT	**25.2**	**18.4**	**65.0**	**50.2**	**76.9**
Adj. EBIT Margin	*22%*	*24%*	*22%*	*22%*	*24%*
Net Result	**7.6**	**39.2**	**14.5**	**41.3**	**46.2**
Net Result Margin	*7%*	*50%*	*5%*	*19%*	*14%*
Adj. Net Result	**10.9**	**42.9**	**22.8**	**49.9**	**57.4**
Adj. Net Result Margin	*10%*	*55%*	*8%*	*22%*	*18%*

1 High EPS in 3Q23 due to large one-off income from the AxesInMotion earn-out release

COMMENTS BY THE CEO

Dear Shareholders,

I am delighted to share that our profitable growth continues at a fast pace. In the third quarter of 2024, organic growth surged to 31%, particularly strong in the U.S., which now represents 80% of our revenues. We are committed to organic and sustainable profit growth, which is reflected in our increase in adj. EBITDA (+45%) as well as the increase in margin (+1 p.p.).

We anticipate outperforming the market in the coming periods, driven by the following structural advantages:

- **Direct Supply and Platform Synergies**: With one of the largest direct accesses to mobile and CTV advertising inventory in the U.S., we achieve high transaction volumes and billions of feedback loops on our AI platform. Ongoing feedback loops from each single transaction continuously strengthen our targeting capabilities.
- **Leading ID-less Advertising Solutions:** As the availability of advertising IDs continuously declines across the open internet, our innovative ID-less targeting solutions are driving new and existing customer growth.
- **Leadership in in the U.S. Market:** The U.S. mobile advertising market is projected to grow at a CAGR of over 10% throughout 2028. In this segment we are a market leader and generate 80% of our revenues, offering significant long-term growth opportunities, next to ample growth opportunities in other emerging channels such as CTV, DOOH, Audio and Retail media.

A New Era in Advertising – Approval of U.S. patent for ATOM

Verve's ID-less advertising solutions address one of the most pressing challenges in digital advertising: achieving effective targeting without relying on traditional mobile identifiers such as IDFA or cookies. Verve has successfully developed and launched ID-less targeting solutions such as ATOM – which was recently patented- focusing on mobile on-device targeting, Moments.AI, an award-winning contextual targeting solution tailored specifically for web and mobile applications, as well as ID-less graph solutions. These innovations underscore Verve's differentiation and leadership in privacy-compliant advertising technology, a key driver of the company's rapid growth.

Our focus on ID-less targeting solutions continues to fuel remarkable customer and revenue growth in Q3 2024, with iOS-generated revenue increasing year-over-year by 51%. Despite Google's recent announcement that they will delay the deprecation of third-party cookies in Chrome, the trend towards greater privacy protection, driven by both consumers and regulators, remains strong. Additionally, walled gardens such as Google and Apple continue to retain more user identifying data within their ecosystems. Our strategy to prioritize the development and roll-out of ID-less solutions is proving successful and will continue to drive future revenue growth. Ultimately, our goal is to enable effective targeting without dependence on cookies or other advertising identifiers, fostering a future where effective advertising and user privacy coexist.

Our full-screen video advertising solutions are another key element of our strategy to redefine digital advertising. These ads are designed to deliver impactful, immersive experiences, ensuring higher attention and engagement and better results for advertisers. As this format gains traction, we expect it to continue to be a significant driver of future revenue growth. In fact, revenue from full-screen and video ads grew in Q3 2024 by 233% year-over-year, demonstrating its increasing importance in our overall product range.

New Customers Continue to Drive Revenue Growth in the Third Quarter

The advertisers' demand for our ID-less targeting solutions, alongside continued investments in our sales teams, is driving significant organic revenue growth. Over the past 18 months, we have onboarded hundreds of new customers and scaled existing software clients. In Q3 2024, we organically increased our large software clients (those generating more than $100,000 USD volume annually) by 45% from 690 in the previous year to a total of 998 in Q3 2024 (1,076; resp. + 56%, incl. Jun Group). New customer growth remains robust, with total software clients in Q3 2024 rising 24% year-over-year from 2,068 to 2,557 (2,842 / + 37% if including Jun Group), expanding our foundation for future growth.

This success in onboarding new customers and growing new and existing customers, leading to an increased market share, highlights the competitiveness of our solutions and validates our investments in

both technology and sales teams, which are contributing significantly to the underlying acceleration of our business.

With our ongoing investments in advanced solutions and the synergies from the Jun Group acquisition, along with their extensive demand-side experience, we will become even more competitive, which, I am confident, will drive profitable growth in the years ahead.

Strong Financial Performance of Jun Group Post-Acquisition

In June, we announced the acquisition of 100% of the interests in Jun Group, a leading mobile advertising company with a special focus on the demand side and strong relationships with major brands and media agencies in the United States. The transaction, which closed on July 31, 2024, results in a more balanced sales model, whereas our US focus has further increased to 80% (64%) of revenues. As we work on integrating the Jun demand activities into the Verve Group, we are proud to report accelerating organic growth for Jun Group, rising from 2% in Q2 2024 (pre-acquisition) to 7% in Q3 2024 (two months with Verve) and reaching 13% in October 2024.

Economies of Scale and Streamlined Operations Drive EBITDA Growth of 45% and Margin Expansion to 30%

Our efforts to further streamline operations and drive cost efficiencies are clearly reflected in our expanding margins. Thanks to our 2023 cost-optimization program in combination with continued revenue growth, Verve is now a leaner and stronger company. As we migrate to Google Cloud Services and integrate the Jun Group Demand Side Platform, our adjusted EBITDA margin increased to 30% in Q3 2024, with adjusted EBITDA growing by 45%. We expect these positive trends to continue as we fully integrate Jun Group during 2025.

Strong Outlook Driven by Organic Growth and Jun Group Synergies

Our strategic focus remains clear: "let's make media better. " We are committed to delivering better outcomes for advertisers and publishers through responsible advertising solutions, with a strong emphasis on ID-less targeting for emerging channels. This approach is proving successful, allowing us to gain market share and achieve new levels of operational efficiency.

Our investments in AI, targeting solutions, platform optimizations, and organizational excellence are key drivers for our ongoing success. As we continue this journey, Verve's market positioning and technological advantages give us confidence that we will sustain our attractive growth rates and generate substantial free cash flow in the quarters and years ahead.

In addition, our strengthened balance sheet with a further improved leverage ratio should allow us to substantially reduce our interest expenses next year, further increasing our free cashflow and profitability.

Thank you for your continued support.

Sincerely,

Remco Westermann
CEO, Verve

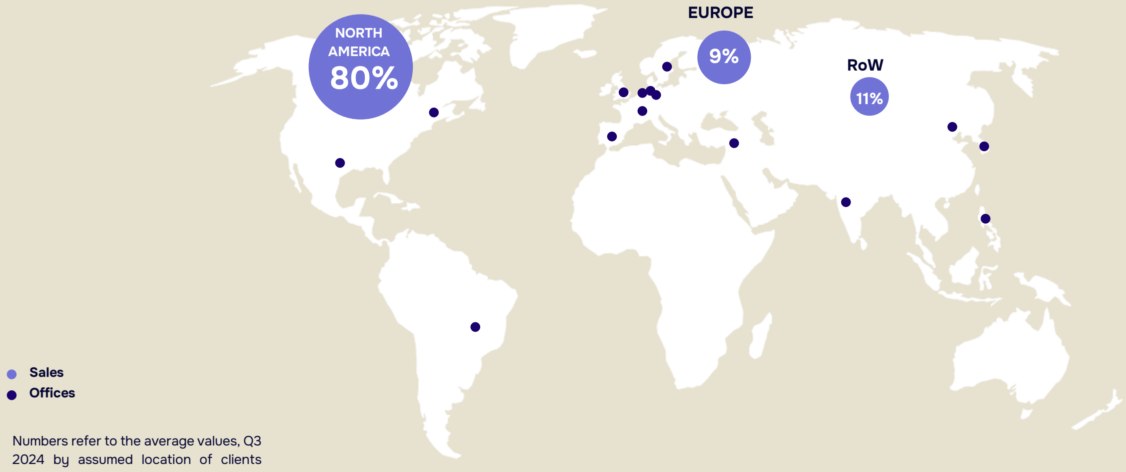
VERVE AT A GLANCE

A Global Advertising Tech Company

Verve operates a software platform for the automated buying and selling of digital advertising spaces in real time. In the U.S., the largest advertising market worldwide, we are market leader in in-app advertising, while also being one of the largest providers in Europe. We also serve substantial CTV volumes, while also serving other channels such mobile web and digital out of home.

Our Mission – Let's Make Media Better

We're disrupting the value chain to create value. For advertisers. For publishers. For the processes, platforms and systems that they invest in. We are strong in data; behavioral, contextual and from our own and operated games, also having developed innovative products such as ATOM and Moments.AI to cooperate with an environment where identifiers are being deprecated.



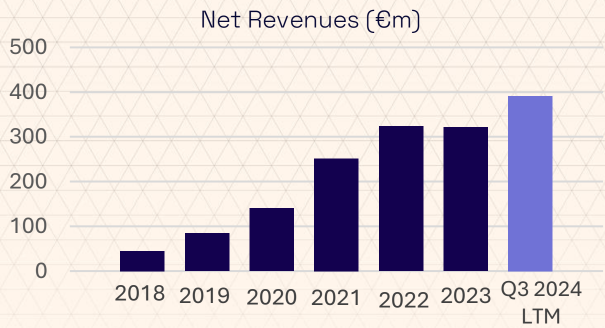
Numbers refer to the average values, Q3 2024 by assumed location of clients based on IP address or similar.

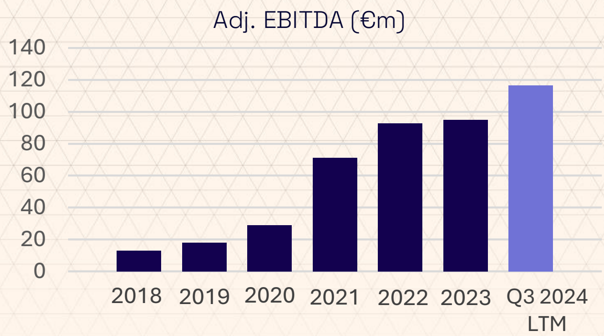
2,800+
Total Software Clients

31%
Organic Revenue Growth

870B+
Ad Impressions

800+
Professionals





BUSINESS UPDATE

Verve's Q3 can be defined by two words: growth and momentum. Verve is now a Top 5 mobile supply-side platform (SSP) in 109 countries and No. 1 in 29 countries, including the US, Germany, Italy, Sweden, and Australia, to name a few. The acquisition of Jun Group was finalized in July, growing our global team to 800+ employees. We onboarded 147 new large clients to our platform and delivered 19 billion more ad impressions than Q2. Verve's momentum was driven by factors such as unveiling our new, unified Verve brand on global stages at tentpole industry events like DMEXCO and ChinaJoy, launching a new website, and publishing exclusive research.

Purpose-built marketplaces for better outcomes

At DMEXCO in September, we announced the launch of our Brand+ Marketplace and Performance+ Marketplace. Unified under the Verve brand, the Brand+ and Performance+ Marketplaces create a dual approach to ad exchanges that will enable advertisers and publishers to boost results and monetization through purpose-built inventory, data, intelligence, and ad experiences.

The rollout of the Brand+ and Performance+ Marketplaces signifies the next phase of strong organic growth and innovation at Verve. The launch represents a rebranding of Verve's Smaato ad exchange (now Brand+ Marketplace) and Verve's PubNative exchange (now Performance+ Marketplace). This dual marketplace offering with specialized features enables Verve to better serve the distinct needs of brand and performance buyers.

Brand+ Marketplace

Designed for top-of-funnel, brand-building and awareness campaigns, the Brand+ Marketplace delivers unparalleled audience and inventory controls while enabling access to a broad selection of premium cross-channel inventory, with an emphasis on direct access to high-impact placements on connected TV and mobile. Verve's Brand+ Marketplace equips advertisers with audience curation tools they need to activate ID and ID-less targeting. Additionally, advertisers can tap into brand-safe direct inventory across 45,000+ apps and sequential messaging across channels via Verve's ID graph.

Performance+ Marketplace

Built to drive lower-funnel results for performance marketers with and without identifiers, Verve's Performance+ Marketplace is powered by advanced machine learning, offering a sophisticated solution for reaching high-value audiences across verticals via a vast network of chart-topping apps in key markets. Verve's proprietary cohort-targeting solution, ATOM, is baked into the Performance+ Marketplace. ATOM's ID-less technology is future-proofed and compliant with even the strictest privacy regulations. The Performance+ Marketplace's powerful ad-rendering engine enables cutting-edge video ad formats built to deliver on performance marketing goals while blending seamlessly into the in-app experience.

For publishers the Verve Brand+ and Performance+ Marketplaces will lead to better fill rates and better CPMs ("cost per mille" – cost per thousand impressions), maximizing their revenues through bids from both marketplaces. Based on a wide range of technologies and solutions, including high-impact formats and enriched bidstreams with exclusive data signals for consent as well as non-consent audiences, both exchanges will drive traffic to the publishers based on their preferences.

Technology for responsible media at scale

The most recent Seller Trust Index from Pixalate introduced several new metrics, notably supply path optimization (SPO) and market share scores. SPO is an industry-wide priority; shortening the path from advertiser to publisher to user means more efficient ad spends, better monetization, and more sustainable advertising. Verve has a perfect SPO score in the US and more than three dozen other countries; we have the highest-possible grade ("A") in 108 countries. As such, Pixalate's results confirm Verve's top position in the Supply Path Benchmarking Report by Jounce Media.

These scores hold much more weight than vanity metrics. One of Verve's competitive advantages is how our comprehensive suite of technologies spans the value chain; this integrated approach helps ensure SPO for all stakeholders. Our industry-leading SPO scores represent the scale of direct supply relationships we've earned over the years and our commitment to environmentally responsible media.

Verve's ability to connect advertisers with publishers' high-quality inventory at scale is also reflected in the new "market share score," which is based on share of voice of ad impressions. Verve has a perfect score in 50 countries and an "A" grade in 97 countries overall. Verve's continued high performance on key metrics across the Seller Trust Index – a highly-regarded industry standard – reflects our strength and integrity in the emerging channels of mobile in-app and connected TV (CTV).

Partnerships

This quarter, Verve again onboarded many important supply and demand partners and publishers that will help advance our goal of offering the highest-quality ad inventory supply globally, no matter the channel.

Digital publishers and non-gaming apps

Times Internet Ltd, India's largest digital products company with 571M+ monthly users and 49B+ monthly page views. G/O Media, premium digital publisher with 99M unique visitors and 334M video views. Lovoo, one of the most popular dating apps in Germany with 50M+ Play Store downloads. Sofascore, live score app tracking with 25M+ users following 20+ sports. Western Union, the international money transfer app with 9M+ users. PocketFM, an audio series platform with 10M+ listeners worldwide.

Gaming

Fugo, a casual gaming publisher with 9M people playing their games such as Words of Wonders. Little Bit, a casual gaming publisher, their top idle games have 1M+ downloads each.

Connected TV (CTV)

For example: Plex, an ad-supported media service with 25M+ global users, 50K+ on-demand titles, and 600+ live TV channels; Fubo, a TV streaming platform that focuses on live sports and has nearly 2M subscribers; Fremantle, a British TV production and distribution company with 300B+ views per year across all platforms.

FINANCIAL OVERVIEW OF THE THIRD QUARTER

Key Figures[1]

In €m	2024 Q3	2023 Q3	2024 Q1-Q3	2023 Q1-Q3	2023 FY
Net Revenues	**113.7**	**78.3**	**292.8**	**223.3**	**322.0**
Y-o-Y Growth in Revenues	*45%*	*-11%*	*31%*	*-4%*	*-1%*
EBITDA	**36.2**	**63.7**	**84.4**	**101.2**	**128.5**
EBITDA Margin	*32%*	*81%*	*29%*	*45%*	*40%*
Adj. EBITDA	**33.6**	**23.1**	**84.8**	**63.5**	**95.2**
Adj. EBITDA Margin	*30%*	*29%*	*29%*	*28%*	*30%*
EBIT	**24.5**	**55.4**	**56.3**	**79.3**	**99.0**
EBIT Margin	*22%*	*71%*	*19%*	*36%*	*31%*
Adj. EBIT	**25.2**	**18.4**	**65.0**	**50.2**	**76.9**
Adj. EBIT Margin	*22%*	*24%*	*22%*	*22%*	*24%*
Net Result	**7.6**	**39.2**	**14.5**	**41.3**	**46.2**
Net Result Margin	*7%*	*50%*	*5%*	*19%*	*14%*
Adj. Net Result	**10.9**	**42.9**	**22.8**	**49.9**	**57.4**
Adj. Net Result Margin	*10%*	*55%*	*8%*	*22%*	*18%*

31%

Organic Revenue Growth

Net revenue in the third quarter amounted to €113.7m (€78.3m), an increase of 45%. Revenue development for the quarter includes the impact of currency movements and M&A transactions (14 % year-over-year) as well as organic growth (31 % year-over-year).

The increase in revenues was driven by a strong demand for the privacy-first targeting solutions from new advertising customers as well as increased budgets from existing customers as well as revenues for the mobile ad-format full screen and video ads.

Net Revenue Growth (in %)

In %	2024 Q3	2023 Q3	2024 Q1- Q3	2023 Q1- Q3	2023 FY
Change through FX and M&A	14	-12	5	-4	-6
Organic Revenue Growth	31	1	26	1	5
Total Net Revenue Growth	**45**	**-11**	**31**	**-4**	**-1**

Personnel expenses for the quarter were -21.0 (-21.2) €m in the group, corresponding to 18 (27) % of net revenue in the quarter, while purchased services and other operating expenses amounted to -78.5 (-64.2) €m, corresponding to 69 (82) % of net revenue.

30%

Adjusted EBITDA Margin

EBITDA amounted to 36.2 (63.7) €m in the third quarter. Adjusted EBITDA amounted to 33.6 (23.1) €m, corresponding to an adjusted EBITDA margin of 30 (29) % in the quarter. Items affecting comparability (IAC) amounted to -2.6 (-40.6) €m in the quarter, mainly relating to one-off expenses for rebranding and the Jun Group acquisition, offset by other operating income from the earn-out release of AxesInMotion (see notes 7 and 8).

EBIT amounted to 24.5 (55.4) €m in the third quarter. Adjusted EBIT excluding IAC and PPA amortization amounted to 25.2 (18.4) €m, corresponding to an adjusted EBIT margin of 22 (24) % in the quarter. This includes an impairment of 2.3 €m related to the unsuccessful launch of a mobile game. There is no other new games development in the pipeline.

Net Result amounted to 7.6 (39.2) €m including the one-time effect from the impairment in the amount of 2.3 €m. Adjusted Net Result normalized for PPA amortization amounted to 10.9 (42.9) €m. The net result for the comparison period included a one-time earn-out release totaling 62.7 €m.

The diluted Earnings per Share (EPS) amounted to 0.04 € (0.22 €) while the undiluted EPS amounted to 0.04 € (0.25 €). EPS adjusted for PPA-amortization amounted to diluted 0.05 € (0.24 €) and undiluted 0.06 € (0.27€).

[1] Definitions for non-ifrs measures and adjustments, see on Page 17 and 20.

Product Development

In €m	2024 Q3	2023 Q3	2024 Q1-Q3	2023 Q1-Q3	2023 FY
Capitalized own product development	6.1	6.3	19.1	20.0	26.0
Capitalization as % of net revenues	5%	8%	7%	9%	8%
Amortization of product development	-7.6	-4.0	-17.0	-10.9	-15.2
Amortization of PPA items	-3.3	-3.7	-8.3	-8.7	-11.2

In the third quarter, investments in in-house product development amounted to 6.1 (6.3) €m.

Amortization of product development of -7.6 (-4.0) €m was recorded during the third quarter and included an impairment for a new developed mobile game which was unsuccessfully launched in the amount of 2.3 €m.

Amortization of PPA items amounted to -3.3 (-3.7) €m.

Financing

In €m	2024 Sep	2023 Sep	2023 Dec
Net Debt	377.7	305.4	294.9
Cash And Cash Equivalents	119.0	110.3	121.7
Cash Interest Coverage Ratio, X	3.3	2.7	2.5
Leverage Ratio, X	3.4	2.4	2.3
Adjusted Leverage Ratio, X	2.6	3.2	3.1

Net Debt as of the end of the quarter amounted to 377.7 (305.4) €m.

The Cash interest coverage ratio was 3.3x (2.7x) at the end of the quarter.

The Leverage ratio was 3.4x (2.4x) at the end of the quarter. The Adjusted Leverage Ratio which included the last twelve-month EBITDA from the Jun Group acquisition amounted to 2.6x (3.2x). Verve has a financial mid-term target for the Adjusted Leverage Ratio not to exceed 2.5x and expects to meet this target by end of the financial year 2024.

Cash balances amounted to 119.0 (110.4) €m.

Verve's financial assets and liabilities are in general measured at amortized cost, which is also a good approximation of their fair value. Contingent purchase price considerations (42.2 €m) are measured at amortized cost. The earn-out payments are measured at fair value (12.1 €m).

In €m	2024 Sep	2023 Sep	2023 Dec
Total provisions for contingent considerations and earn-outs	**54.3**	**40.1**	**34.8**
- thereof payable in Cash	42.2	15.0	15.1
- thereof payable in cash or equity	12.1	25.1	19.7

The amounts stated above refer to provisions in the balance sheet, calculated as present values of nominal expected future payments.

As of the third quarter end, the group had liabilities of 54.3 (40.1) €m for contingent considerations and earn-outs. The book value of the amounts that will be settled during 2025 comprises 19.3 €m expected to be paid out in cash and 12.1 €m in shares. For further details in regard to the 15.8 €m earn-out release and the 42.2 €m deferred contingent consideration read also Note 7 and 8.

54.1€m

Operating Cash Flow

Up to circa

€100m

Revenue Growth in 2024

Cash Flow

In €m	2024 Q3	2023 Q3	2024 Q1-Q3	2023 Q1-Q3	2023 FY
Cash flow from operating activities	54.1	27.8	81.5	32.3	69.5
Cash flow from investment activities	-128.0	-10.2	-148.6	-26.0	-35.7
Cash flow from financing activities	48.9	-14.8	64.0	-45.9	-59.1
Cash flow for the period	-25.1	2.8	-3.1	-39.6	-25.4
Cash and cash equivalents at the end of period	119.0	110.4	119.0	110.4	121.7

The Company had cash flows from operating activities of 54.1 (27.8) €m in the third quarter. The changes in working capital amounted to 34.9 (22.8) €m, including timing impacts of settlements received from advertisers and payments to publishers. In line with the seasonality of the advertising industry the change in working capital is negative in the first half year and positive in the second half year.

Cash flows from investment activities amounted to -128.0 (-10.2) €m, including 118.5 €m purchase price payment made for the acquisition of Jun Group at closing.

Cash flows from financing activities amounted to 48.8 (-14.8) €m, including a split equity settlement of 13.5 €m from the share issuance carried out in the second quarter as well as net deposits in the amount of 50.5 €m from the issue and refinancing of bonds.

Cash flow for the period amounted to -25.1 (2.8) €m driven by the purchase price payment for the Jun acquisition.

Financial Guidance

In €m	FY2023	Initial Guidance 2024	Second Guidance 2024 (post Jun)	Third Guidance 2024
Revenue	322	350-370	380-400	400-420
Adj. EBITDA	95	100-110	115-125	125-135

We are pleased that in the third quarter of 2024, we reported meaningful Organic Revenue Growth of 31% (1%). Growth was driven by both new and existing software clients, supported by investments in competitive product solutions. Additionally, we observed overall advertising market growth, particularly in the U.S., which accounts for 80% of our revenues. We anticipate sustaining this growth trajectory and strengthening our market position through technological advantages.

Verve ‘s mid-term financial targets amount to 25-30% Revenue CAGR, 30-35% EBITDA margin, 20-25% EBIT margin and a net leverage target of 1.5-2.5x which is expected to be met by the end of the financial year 2024.

Financial Statements

CONDENSED CONSOLIDATED INCOME STATEMENT, GROUP

in €k	2024 Q3	2023 Q3	2024 Q1-Q3	2023 Q1-Q3	2023 FY
Net Revenues	**113,738**	**78,336**	**292,780**	**223,269**	**321,981**
Other own work capitalized	6,052	6,328	19,099	19,966	25,954
Other operating income	15,867	64,394	17,288	66,779	71,447
Purchased services & Other operating expenses	-78,504	-64,151	-188,988	-149,278	-212,948
Employee expenses	-20,981	-21,168	-55,735	-59,585	-77,975
Earnings before interest, taxes, depreciation, and amortization (EBITDA)	**36,172**	**63,740**	**84,445**	**101,151**	**128,458**
Depreciation and amortization	-11,700	-8,324	-28,104	-21,871	-29,456
Earnings before interest and taxes (EBIT)	**24,472**	**55,416**	**56,341**	**79,280**	**99,002**
Financial expense	-17,539	-13,537	-47,465	-37,529	-55,502
Financial income	2,915	767	5,808	1,563	5,436
Earnings before taxes (EBT)	**9,848**	**42,646**	**14,685**	**43,313**	**48,936**
Income taxes	-2,221	-3,408	-186	-2,000	-2,718
Net result	**7,627**	**39,238**	**14,498**	**41,313**	**46,218**
Attributable to:					
Owners of the Company	7,629	39,260	14,493	41,828	46,731
Non-controlling interest	-2	-21	5	-515	-513
Earnings per share					
Undiluted	0.04	0.25	0.08	0.26	0.29
Diluted	0.04	0.22	0.07	0.23	0.26
Average number of shares					
Undiluted	184,765	159,249	184,765	159,249	159,249
Diluted	206,115	177,449	206,115	177,449	177,449

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME, GROUP

in €k	2024 Q3	2023 Q3	2024 Q1-Q3	2023 Q1-Q3	2023 FY
Consolidated (loss)/profit	**7,627**	**39,238**	**14,498**	**41,313**	**46,218**
Items that will be reclassified subsequently to profit or loss under certain conditions:					
Exchange differences on translating foreign operations	-20,112	9,251	-7,280	2,996	-12,708
Gain of hedging instruments	-4,034	-147	-46	746	-5,969
Items that will not be reclassified to profit or loss:					
Loss of financial assets	0	0	0	-132	-132
Other comprehensive income	**-24,146**	**9,105**	**-7,327**	**3,610**	**-18,809**
Total comprehensive (loss)/income	**-16,519**	**48,343**	**7,172**	**44,924**	**27,409**
Attributable to:					
Owners of the Company	-16,517	48,364	7,166	45,439	27,922
Non-controlling interest	-2	-21	5	-515	-513

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION, GROUP

in €k	2024 Sep	2023 Sep	2023 Dec
Intangible assets	942,238	811,619	796,607
Property, plant, and equipment	4,137	3,769	3,963
Other non-current financial assets	6,447	2,201	2,439
Deferred tax assets	18,777	8,903	10,506
Total non-current assets	**971,598**	**826,491**	**813,516**
Trade and other receivables	65,115	68,653	71,773
Cash and cash equivalents	118,985	110,385	121,740
Total current assets	**184,100**	**179,038**	**193,513**
Total shareholders' assets	**1,155,698**	**1,005,529**	**1,007,028**
Equity attributable to shareholders of the parent company	**397,956**	**369,461**	**352,275**
Non-controlling interest	184	188	182
Total shareholders' equity	**398,140**	**369,649**	**352,456**
Bonds	444,530	381,687	348,038
Other non-current financial liabilities	32,315	39,224	36,881
Deferred tax liabilities	32,114	27,882	28,885
Total non-current liabilities	**508,958**	**448,793**	**413,804**
Current provisions and accruals	57,883	62,888	61,656
Trade payables	73,507	65,345	80,335
Other current financial liabilities	94,370	41,237	77,257
Other non-financial liabilities	22,839	17,616	21,521
Total current liabilities	**248,599**	**187,087**	**240,768**
Total shareholders' equity and liabilities	**1,155,698**	**1,005,529**	**1,007,028**

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY, GROUP

	Common stock		Share Premium	Capital reserves	Retained earnings incl. Profit of the year	Amounts recognized directly in equity	Shareholders' equity attributable to owners of the parent	Non-controlling interest	Total sharehol-ders' equity
	Shares	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount
	thousands	€k	€k	€k	€k	€k	**€k**	€k	**€k**
Balance at 1st January 2023	**159,249**	**159,249**	**103,518**	**55,119**	**1,362**	**3,708**	**322,956**	**-1,211**	**321,745**
Consolidated profit					46,731		46,731	-513	46,218
Total Other comprehensive income						-18,809	-18,809	9	-18,800
Effects from Hedging						-5,969			
Effects from Currency Translation						-12,708			
Effects from Equity Instruments						-132			
Total comprehensive income					**46,731**	**-18,809**	**27,922**	**-504**	**27,418**
Acquisition of subsidiaries							0	118	118
Addition of non-controlling interests due to acquisition of projects							0	1,082	1,082
Disposal of non-controlling interests due to disposal of subsidiaries							0	697	697
Other Equity reserves regarding IFRS 2				1,396			1,396		1,396
Balance at 31st December 2023	**159,249**	**159,249**	**103,518**	**56,516**	**48,093**	**-15,101**	**352,274**	**183**	**352,457**
Balance at 1st January 2024	**159,249**	**159,249**	**103,518**	**56,516**	**48,093**	**-15,101**	**352,274**	**183**	**352,457**
Consolidated profit					14,493		14,493	5	14,498
Other comprehensive income						-7,327	-7,327	-4	-7,330
Effects from Hedging						-46			
Effects from Currency Translation						-7280			
Effects from Equity Instruments									
Total comprehensive income					**14,493**	**-7,327**	**7,166**	**2**	**7,168**
Capital increases	27,108	271	38,215				38,486		38.486
Capital decreases		-157,657		157,657			0		0
Other Equity reserves regarding IFRS 2				29			29		29
Balance at 30th September 2024	**186,358**	**1,864**	**141,733**	**214,202**	**62,586**	**-22,428**	**397,956**	**184**	**398,140**

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS, GROUP

in €k	2024 Q3	2023 Q3	2024 Q1-Q3	2023 Q1-Q3	2023 FY
Consolidated net result	7,627	39,238	14,498	41,313	46,218
Depreciation and amortization	11,700	8,324	27,828	21,871	29,456
Adjustments for financial expenses, non-cash items, taxes, etc.	-137	-42,534	31,622	-19,663	-18,277
Cash flow from operating activities before changes in working capital	**19,190**	**5,028**	**73,948**	**43,521**	**57,397**
Net change in working capital	34,884	22,782	7,516	-11,259	12,051
Cash flow from operating activities	**54,074**	**27,810**	**81,464**	**32,262**	**69,448**
Deposits/Payments made for investments in intangible assets	-8,726	-7,045	-26,681	-28,203	-46,027
Deposits/Payments made for investments in tangible assets	-781	457	-2,673	-4,489	-508
Deposits/Payments made for acquisitions	-118,519	-3,657	-119,235	6,703	10,842
Cash flow from investing activities	**-128,025**	**-10,244**	**-148,590**	**-25,987**	**-35,693**
New share issue	13,508	0	38,486	0	0
Deposits/Payments from financial liabilities	50,493	-2,002	68,417	-11,165	-11,153
Interest paid	-15,114	-12,770	-42,857	-34,718	-47,972
Cash flow from financing activities	**48,888**	**-14,772**	**64,046**	**-45,882**	**-59,125**
Cash flow for the period	**-25,063**	**2,794**	**-3,080**	**-39,607**	**-25,370**
Cash and cash equivalents at the beginning of the period	144,782	107,591	121,740	149,992	149,992
Exchange rate differences in cash and cash equivalents	-736	0	322	0	-2,882
Cash and cash equivalents at the end of the period	**118,983**	**110,384**	**118,983**	**110,384**	**121,740**

CONDENSED INCOME STATEMENT, PARENT ENTITY

in €k	2024 Q3	2023 Q3	2024 Q1-Q3	2023 Q1-Q3	2023 FY
Revenue	145	129	519	334	2,875
Other operating income	102	78	296	244	339
Purchased services & Other Operating Expenses	-536	944	-3,554	-6,233	-2,118
Employee expenses	203	-454	-784	-1,409	-1,941
Earnings before interest, taxes, depreciation, and amortization (EBITDA)	**-86**	**696**	**-3,523**	**-7,064**	**-844**
Depreciation and amortization	0	0	0	0	0
Earnings before interest and taxes (EBIT)	**-86**	**696**	**-3,523**	**-7,064**	**-844**
Financial expense	-13,880	-11,637	-38,002	-31,577	-43,716
Financial income	12,812	4,974	22,164	15,061	19,909
Earnings before taxes (EBT)	**-1,153**	**-5,967**	**-19,362**	**-23,581**	**-24,652**
Income taxes	0	0	0	0	-31
Net result	**-1,153**	**-5,967**	**-19,362**	**-23,581**	**-24,683**

CONDENSED STATEMENT OF FINANCIAL POSITION, PARENT ENTITY

in €k	2024 Sep	2023 Sep	2023 Dec
Investments in subsidiaries	222,313	222,313	222,313
Other non-current financial assets from group companies	174,921	81,950	81,950
Other non-current financial assets	0	0	0
Total non-current assets	**397,235**	**304,263**	**304,263**
Receivables from group companies	273,828	285,303	282,582
Other Receivables	374	166	234
Cash and cash equivalents	1,118	2,711	4,837
Total current assets	**275,320**	**288,179**	**287,654**
Total assets	**672,555**	**592,442**	**591,917**
Total Shareholders' equity	**223,057**	**204,672**	**203,904**
Bonds	445,254	382,850	349,016
Total non-current liabilities	**445,254**	**382,850**	**349,016**
Current provisions and accruals	464	797	623
Trade payables to group companies	1,930	2,515	2,215
Trade payables	67	194	63
Other financial liabilities	1,568	1,415	36,097
Other non-financial liabilities	215	0	0
Total current liabilities	**4,244**	**4,920**	**38,997**
Total shareholders' equity and liabilities	**672,555**	**592,442**	**591,917**

SELECTED EXPLANATORY NOTES

NOTE 1 BASIS OF PREPARATION

This interim report has been prepared in accordance with IAS 34 Interim Financial Reporting. The consolidated financial statements have been prepared in accordance with IFRS as adopted by the EU and the relevant references to Chapter 9 of the Swedish Annual Accounts Act. The parent company's financial statements are prepared in accordance with RFR2 Accounting for Legal Entities and the Swedish Annual Accounts Act. No material changes in accounting principles have taken place since the latest Annual Report.

The financial statements are presented in €, which is the functional currency of the Group. All amounts, unless otherwise stated, are rounded to the nearest million (€m). Due to rounding, numbers presented throughout these consolidated financial statements may not add up precisely to the totals provided and percentages may not precisely reflect the absolute figures.

NOTE 2 ACQUISITIONS OF BUSINESSES

On July 31, 2024, Verve acquired Jun Group, a mobile first digital advertising firm adding strong relationships with leading brands and media agencies in the United States. Jun Group's mobile-first demand side business with direct access to Fortune 500 Advertisers and Agencies in the United States is the perfect fit for Verve's market leading US centric mobile-supply-side platform. The parties have agreed to a fixed purchase price of 170,853 €k (the Fixed Consideration). As part of the acquisition consideration, a leakage amount of 5,646 €k was identified. 119,031 €k of the fixed purchase price has been paid at closing, 20,779 €k (adjusted for leakage amount of 5,646 €k) are due 12 months post-closing and 25,397 €k are due 18 months post-closing. The Total Consideration shall be paid in cash, Verve acquired 100% of the membership interest in Jun Group Productions LLC.

For the purchase price allocation Verve engaged EY-Parthenon GmbH Wirtschaftsprüfungsgesellschaft to prepare an independent purchase price allocation report for identifying acquired tangible and intangible assets and liabilities of Jun Group. The acquisition of Jun Group is a business combination within the meaning of IFRS 3 Business Combinations. They calculated the fair value for those assets and liabilities, as defined below, as of valuation date 31 July 2024. A business plan of Jun Group was used by the management to derive the purchase price offer and was shared with EY for the purchase price allocation (PPA). The report differentiates between intangible assets and property, plant and equipment. As intangible assets were identified and valued: Customer Relationships (29,084 €k), and Technologies (6,070€k).

The amounts stated for the identifiable assets acquired and liabilities assumed are shown in the following table:

in €k	
Identifiable intangible assets	35,155
Goodwill	117,883
Current assets	13,694
Deferred tax asset due to PPA	250
Other non-current assets	4
Total identifiable net assets at fair value	**162,322**
Equity consideration before deferred payment	165,207
Present value of deferred purchase price payable 12 months after closing	*19,753*
Present value of deferred purchase price payable 18 months after closing	*23,539*
Present value impact on deferred purchase price payable in 12 and 18 months after closing	-2,885
Equity consideration for IFRS purposes	**162,322**

An amount of 111,886 EUR representing the goodwill recognized is expected to be deductible for tax purposes as well as 42,113 €K for other intangible assets. The goodwill represents mainly the expanded reach and scale of the combined company, matching Jun Groups demand side business with Verve's market leading supply side platform.

In accordance with IFRS 3 Business Combinations, an acquiring entity shall allocate the cost of the acquired assets and assumed liabilities based on their fair values of all assets and liabilities as of acquisition date. If the consideration transferred is higher than the fair value of net assets acquired, this difference is accounted for as goodwill. Goodwill recognized from the acquisition of Jun Group amounted to 117,883 €k. The purchase price in accordance with IFRS of Jun Group was 162,322 €k whereof 43,291 €k of the consideration transferred contains the fair value of the deferred purchase price payment as at the valuation date.

NOTE 3 SEGMENT INFORMATION

DSP Segment

Verve's Demand Side Platform enables advertisers to drive user acquisition campaigns across the open internet. Through our self-service, cloud-based platform, advertisers can create, manage, and optimize data-driven digital advertising campaigns across all relevant ad formats and channels (including e.g. display, native and video) and devices (mobile, desktop, digital out-of-home and connected TV).

SSP Segment

Verve's Supply Side Platform helps third party publishers (games and non-games) and its own games studios to monetize their ad inventory / ad spaces while keeping full control over it. Publishers connect to the SSP by for example, integrating our SDKs into their content. Connected to our own Demand Side Platform, as well as to third-party Demand Side Partners, we enable marketers to drive return on their ad spent and reach addressable audiences across all relevant ad formats, channels, and devices.

in €k	DSP UNCONSOLIDATED 2024 Q3	SSP UNCONSOLIDATED 2024 Q3	INTER-SEGMENT ELIMINATION	CONSOLIDATED 2024 Q3
Total Revenues	**28,419**	**97,808**	**-12,489**	**113,738**
Intersegment Revenues	6,033	6,456	-12,489	0
Revenues External	22,386	91,352		113,738
EBITDA	**9,385**	**26,787**		**36,172**
Depreciation and amortization				-11,700
Financing income				2,915
Financing expenses				-17,539
Earnings before taxes (EBT)				**9,848**
Income taxes				-2,221
Net result				**7,627**

in €k	DSP UNCONSOLIDATED 2023 Q3	SSP UNCONSOLIDATED 2023 Q3	INTER-SEGMENT ELIMINATION	CONSOLIDATED 2023 Q3
Total Revenues	**12,645**	**71,680**	**-5,989**	**78,336**
Intersegment Revenues	3,820	2,169	-5,989	
Revenues External	8,824	69,512		78,336
EBITDA	**3,664**	**60,075**		**63,740**
Depreciation and amortization				-8,324
Financing income				767
Financing expenses				-13,537
Earnings before taxes (EBT)				**42,646**
Income taxes				-3,408
Net result				**39,238**

in €k	DSP UNCONSOLIDATED 2024 Q1-Q3	SSP UNCONSOLIDATED 2024 Q1-Q3	INTER-SEGMENT ELIMINATION	CONSOLIDATED 2024 Q1-Q3
Total Revenues	**57,256**	**271,737**	**-36,213**	**292,780**
Intersegment Revenues	23,465	12,748	-36,213	0
Revenues External	33,791	258,989		292,780
EBITDA	**16,735**	**67,710**		**84,445**
Depreciation and amortization				-28,104
Financing income				5,808
Financing expenses				-47,465
Earnings before taxes (EBT)				**14,685**
Income taxes				-186
Net result				**14,498**

in €k	DSP UNCONSOLIDATED 2023 Q1-Q3	SSP UNCONSOLIDATED 2023 Q1-Q3	INTER-SEGMENT ELIMINATION	CONSOLIDATED 2023 Q1-Q3
Total Revenues	31,016	205,647	-13,394	223,269
Intersegment Revenues	8,095	5,299	-13,394	0
Revenues External	22,921	200,348		223,269
EBITDA	**7,034**	**94,117**		**101,151**
Depreciation and amortization				-21,871
Financing income				1,563
Financing expenses				-37,529
Earnings before taxes (EBT)				**43,313**
Income taxes				-2,000
Net result				**41,313**

Segment Assets

in €k	2024 Sep	2023 Sep	2023 Dec
DSP	245,154	84,687	88,491
SSP	910,544	920,842	918,537
Total	**1,155,698**	**1,005,529**	**1,007,028**

For the purpose of monitoring segment performance and allocating resources to segments, the Company's Chief Operating Decision Maker monitors the tangible, intangible and financial assets attributable to the individual segments. All assets including goodwill are allocated to the reportable segments.

NOTE 4 INTANGIBLE ASSETS

The change in Goodwill as of September 30, 2024 is primarily related to the first-time consolidation of Jun Group in the third quarter 2024. Other Intangible Assets also primarily increased due to the first-time consolidation of Jun Group and included acquired intangible assets from the business combination. Other than this the other intangibles increased due to self-developed intangible assets, IPs, licenses, and advanced payments on licenses due to acquisitions and the in-house development of the games and ad-tech platforms.

In €k	2024 Sep	2023 Sep	2023 Dec
Goodwill	689,897	588,872	578,028
Other Intangibles	252,340	222,747	218,580

NOTE 5 DISPOSALS

There were no material sales or disposals in Q3 2024.

NOTE 6 SHAREHOLDERS' EQUITY

As of September 30, 2024, the total shareholders' equity increased to 186,358 €k (Sep 30th, 2023: 369,649 €k) driven primarily by the prior year's carry forward and a capital increase.

Following the capital increase the amount of 9,768,899 shares were issued as of September 30, 2024.

After the completion of the Directed Share Issue in July 2024 the number of outstanding ordinary A shares increased from 176,588,893 - by 9,768,899 - to 186,357,792. The share capital increased by 97,688.09 € from € 1,765,888.93 € to 1,863,577.92 €.

No dividends were paid in Q3 2024.

NOTE 7 NON-CURRENT LIABILITIES

As of September 30, 2024, the non-current liabilities increased by 95,154 €k to 508,958 €k (December 31, 2023: 413,804 €k) primarily driven by the issuance of bonds in the amount of 88,453 €k. The bond proceeds were used to refinance the 2024 Bonds in the amount of 34,700 €k which were recognized in the current liabilities as we well as for general corporate purposes of the Company.

At the acquisition date of AxesInMotion in April 2022 a total discounted liability of 79,779 kEUR (85,441 kEUR undiscounted) was recognized on the balance sheet for an earn-out payment for the past acquisition of AxisInMotion. In July 2023, an amount of 5,240 kEUR was paid as earn-out. Subsequently, 9,431 kEUR was released as an adjustment to the earn-out upon settlement. An additional 53,325 kEUR was released as a fair value adjustment to the remaining financial liability. The fair value adjustment relating to the AxesInMotion earn-out liability was a result of deviations in the EBITDA threshold targets which were part of the consideration for the acquisition of AxesInMotion in 2022. As of Dec 31, 2023, the remaining liability for the AxesInMotion earn-out was 14,912 kEUR.

The reversal of the earn-out liability related to AxesInMotion reflecting the fair value of the earn-out liability as of September 30, 2024 resulted in a decrease of 15,582 €k. It was a result of deviations in the EBITDA threshold targets which were part of the consideration for the acquisition of AxesInMotion in 2022. As of September 30, 2024, the remaining liability for the AxesInMotion earn-out is 0 €k.

The contingent consideration was recognized as a financial liability and subsequently measured at fair value as a Level 3 financial liability. The EBITDA figures were computed based on the forecast figures for the financial year 2024.

In addition, a deferred consideration for the acquisition of Jun Group with an amount of 22,907 €k has been recognized in the non-current liabilities in July 2024.

NOTE 8 CURRENT LIABILITIES

Current liabilities increased as of September 30, 2024, by 7,831 €k to 248,599 €k (December 31, 2023: 240,768 €k) mainly driven by the acquisition of Jun Group. For the acquisition of Jun Group an amount of 19,264 €k has been recognized for deferred consideration in the current liabilities.

NOTE 9 DEPRECIATION, AMORTIZATION AND WRITE-DOWNS

Depreciation, amortization, and write-downs amounted to -11,700 €k (-8,324 €k). The third quarter included an impairment in the amount of -2,336 €k.

DEFINITONS

Non-IFRS Measures

Key figure	Definition
Net Result	Total income minus operating expenses, depreciation and amortization, financial result, and taxes
EBIT	Earnings before interest and taxes
EBIT Margin	EBIT as a percentage of net revenues
EBITDA	Earnings before interest, taxes, depreciation, and amortization
Adjusted EBITDA	EBITDA excluding items affecting comparability
Adjusted EBITDA Margin	Adjusted EBITDA as a percentage of net revenues
Equity ratio	Equity as a percentage of total assets
Growth in Revenues	Net sales for the current period divided by net sales for the corresponding period of the previous year
Leverage Ratio	Net Interest-Bearing Debt excluding shareholder and related party loans divided by adj. EBITDA for the past 12 months
Adjusted Leverage Ratio	Net Interest-Bearing Debt excluding shareholder and related party loans divided by adj. EBITDA of the group and from M&A for the past 12 months
Cash Interest Coverage Ratio	Adj. EBITDA divided by net cash interest expenses for the past 12 months
Net Debt	Total of Interest-Bearing Debt less liquid assets
Organic Revenue Growth	Organic Revenue Growth does include growth calculated on a year-over-year basis from companies being within the Company for twelve months or more. What is excluded is the revenue growth from acquisitions that have not been part of the Company in the last twelve month, and the decline from sales stemming from closures/divestment of businesses.
Software Clients	Software clients from the demand and supply side with annual gross revenues exceeding $100k
Total Software Clients	Software clients from the demand and supply side with monthly gross revenues exceeding $100
Net $ Expansion Rate	Gross revenue growth of existing customers in last year's current quarter compared to this year's corresponding quarter taking into account the effects of expansion (upsell) and contraction (paused and churned customers). This analysis excludes revenue from new customers.

SIGNIFICANT EVENTS IN THE QUARTER

Verve successfully settles remaining amount of share issuance carried out in the second quarter 2024

Verve Group SE successfully completed a book-building in the second quarter 2024 and resolved on a directed share issue of 27,108,434 new ordinary A shares, based on the authorization granted by the annual general meeting held on June 13, 2024. As of June 30, 2024 the amount of 17,339,535 shares were issued while the remaining amount of 9,768,899, corresponding to the shares subscribed by Oaktree, were settled in July 2024.

Verve Group SE successfully places senior secured bonds of 65 €m, gives conditional notice of early total redemption of 2020/2024 bonds

Verve has following a bookbuilding process, successfully placed a subsequent bond issue in an amount of 65 €m under the Company's existing senior secured floating rate bond framework with ISIN SE0018042277. Following the Subsequent Bond Issue, the outstanding amount under the Bonds will be 240 €m. The transaction was met with strong demand from primarily institutional investors based in the Nordics, Europe and the U.S., and was placed at a price of 102.50% of par resulting in a yield of 3m Euribor + 4.88%. This is significantly down from the latest bond issue in 2023 with a yield of 3m Euribor + 7.25% and results in a reduction in financing costs of 2.37% compared to the last bond issue. Proceeds from the Subsequent Bond Issue were used to fully redeem the Company's outstanding 2020/2024 senior secured bond with ISIN SE0015194527 and for general corporate purposes of the Company. The 2020/2024 Bonds were redeemed at the redemption price of 100,719 per cent of the outstanding nominal amount (i.e., EUR 100,719 per 2020/2024 Bond) together with any accrued and unpaid interest. Settlement of the Subsequent Bonds was on 15 July 2024.

SIGNIFICANT EVENTS AFTER QUARTER

Verve signs 20 €m credit agreement with Citibank

Verve signed a binding credit agreement for an unsecured revolving credit facility in the amount of 20 €m with an interest rate of 3.8% + 3m EURIBOR with Citibank Europe plc. The credit line increases Verve's flexibility for working capital. The granted interest rate underscores the continuously decreasing interest costs for the Group.

Verve announced that Paul Echt will step down from his role as CFO as of December 31, 2024. Christian Duus, former CFO of Adform, has been appointed CFO, effective January 1, 2025

Christian Duus is an experienced CFO, who has worked in the ad-tech sector as CFO of Adform and previously as a management consultant for Bain & Company. He will begin his role on January 1, 2025. Paul Echt will remain in an advisory role within Verve during the first half of 2025 to ensure a smooth transition to the new CFO. Paul will advise on audit-related matters and the potential refinancing of the outstanding debt at significantly improved terms during the transition. During his time as CFO, Paul enabled, through his financing expertise, essential investments and practiced robust financial discipline, which together helped the company grow its revenues by more than tenfold while increasing its profits by more than twentyfold.

Verve announced a new issuance of 455,788 shares to service parts of the employee stock option program (as resolved on by the general meeting on 1 November 2022 and by the Board of Directors, in April 2020, January 2021 and February 2022, the "ESOP")

The Company has received notice from participants in its ESOP to exercise options in respect of 455,788 shares. In accordance with the terms and conditions of the ESOP and the Company's decisions, the participants have received 455,788 warrants of series 2023/2030 ("Warrants") which have been exercised to subscribe for 455,788 shares. In connection with such exercise, the board of directors has (following the reduction of the Company's quota value at the annual general meeting held on 13 June 2024) amended the terms and conditions of the Warrants so that the strike price is equivalent to the quota value of the shares. Following the exercise of Warrants and issue of new shares, the total number of shares in the Company amounts to 186,813,580.

PARENT COMPANY

Verve with its headquarters in Stockholm, Sweden, is the parent company of the Group.

RELATED PARTY TRANSACTIONS

Other than customary transactions with related parties such as remuneration to key individuals, there have been no transactions with related parties.

RISKS AND UNCERTAINTY FACTORS

As a global group with a wide geographic spread, Verve is exposed to several strategic, financial, market and operational risks. Attributable risks include for example risks relating to market conditions, regulatory risks, tax risks and risks attributable to public perception. Other strategic and financial risks are risks attributable to acquisitions, credit risks and funding risks. On August 8, 2024, a lawsuit was filed against Verve Group, Inc. in the United States District Court for the Northern District of California. The lawsuit alleges that the company's software development kit (SDK) collects sensitive data in violation of the California Invasion of Privacy Act (CIPA), a law originally enacted in the 1960s to prevent unauthorized telephone interceptions. Verve after consulting with external legal counsel Davis+Gilbert LLP and the Interactive Advertising Bureau (IAB), does not consider the lawsuit to pose a significant risk. Operational risks are for example risks attributable to distribution channels, technical developments, and intellectual property. The risks are described in more detail in the latest Annual Report. No significant risks are considered to have arisen besides those being described in the Annual Report.

THE SHARE AND SHAREHOLDERS

#	Owners	Capital/votes
1	Bodhivas GmbH	24.43%
2	Oaktree Capital Management LLP	20.33%
3	Nordnet Pensionsförsäkring	5.10%
4	Sterling Strategic Value Fund	4.89%
5	Trend Finanzanalysen GmbH	1.75%
6	PAETA Holdings Limited	1.44%
7	Billings Capital Management LLC	1.25%
8	Avanza Pension	1.14%
9	Dawn Fitzpatrick	1.03%
10	Smile Autovermietung GmbH	0.99%
11	Elizabeth Para	0.92%
12	Anthony Gordon	0.82%
13	Tobias Weitzel	0.76%
14	T.E.L.L. Verwaltung GmbH	0.66%
15	Sascha Golshan	0.63%
16	Carnegie Fonder	0.28%
17	Genève Invest (Europe) S.A.	0.26%
18	Global PE Invest GmbH	0.24%
19	Sebastian Krueper	0.23%
20	Jan Åke Edholm	0.20%

Source: Monitor by Modular Finance AB. Compiled and processed data from various sources.

The total number of shares outstanding per September 30, 2024, was 186,357,792. This is the number of shares registered at the Companies' Registration Office at that date. The shares are traded on Frankfurt Stock Exchange (Xetra), Scale Segment and on Nasdaq, First North Premier Growth Market. Closing price as of September 30th, 2024, was 3.59 EUR/share (40.60 SEK/share). Following bonds are traded on Nasdaq Stockholm:

Verve Group SE 23/27	SE0019892241
Verve Group SE 22/26	SE0018042277

FORWARD-LOOKING STATEMENTS

This report contains forward-looking statements that reflect the Company's intentions, beliefs, or current expectations about and targets for the Company's and the group's future results of operations, financial condition, liquidity, performance, prospects, anticipated growth, strategies and opportunities and the markets in which the Company and the group operates. Forward-looking statements are statements that are not historical facts and may be identified by words such as "believe", "expect", "anticipate", "intend", "may", "plan", "estimate", "will", "should", "could", "aim" or "might", or, in each case, their negative, or similar expressions. The forward-looking statements in this report, including the pro-forma financial figures addressed therein, are based upon various assumptions, many of which are based, in turn, upon further assumptions. Although the Company believes that the expectations reflected in these forward-looking statements and pro-forma financial numbers are reasonable it can give no assurances that they will materialize or prove to be correct. Because these statements are based on assumptions or estimates and are subject to risks and uncertainties, the actual results or outcome could differ materially from those set out in the forward-looking statements as a result of many factors. Such risks, uncertainties, contingencies, and other important factors could cause actual events to differ materially from the expectations expressed or implied in this report by such forward-looking statements. The Company does not guarantee that the assumptions underlying the forward-looking statements in this report (including the pro-forma financial figures) are free from errors and readers of this report should not place undue reliance on the forward-looking statements in this report. The information, opinions and forward-looking statements that are expressly or implicitly contained herein speak only as of its date and are subject to change without notice. Neither the Company nor anyone else undertake to review, update, confirm or to report publicly any revisions to any forward-looking statements to reflect events that occur or circumstances that arise in relation to the content of this report, unless it is so required by law or applicable stock exchange rules.

RECONCILIATION OF ALTERNATIVE PERFORMANCE MEASURES

Items Affecting Comparability, IAC

In €k	2024 Q3	2023 Q3	2024 Q1-Q3	2023 Q1-Q3	2023 FY
EBITDA	**36,172**	**63,740**	**84.445**	**101,151**	**128,458**
Personnel expenses	868[2]	4,714	1,961	6,323	7,691
Legal and Advisory costs	7,770[3]	13,976	9,550	14,899	17,339
Other Expenses	4,388[4]	3,433	4,388	3,843	4,438
Other operating income	-15,582[5]	-62,756	-15,582	-62,756	-62,756
Adj. EBITDA	**33,616**	**23,108**	**84,761**	**63,460**	**95,171**

Alternative Performance Measures, APM

In €k	2024 Q3	2023 Q3	2024 Q1-Q3	2023 Q1-Q3	2023 FY
Adj. Net Result					
Net Result	7,627	39,238	14,498	41,313	46,218
PPA amortization	3,270	3,657	8,333	8,590	11,229
Adj. Net Result	**10,897**	**42,895**	**22,832**	**49,903**	**57,447**
Adj. EBIT					
EBIT	24,472	55,416	56,341	79,280	99,002
Items affecting comparability	-2,556	-40,632	316	-37,691	-33,287
PPA amortization	3,270	3,657	8,333	8,590	11,229
Adj. EBIT	**25,186**	**18,441**	**64,990**	**50,178**	**76,943**
EBITDA					
EBIT	24,472	55,416	56,341	79,280	99,002
Amortization of PPA items	3,270	3,657	8,333	8,590	11,229
Other amortization and depreciation	8,430	4,667	19,771	13,281	18,228
EBITDA	**36,172**	**63,740**	**84,445**	**101,151**	**128,458**
Adj. EBITDA					
EBITDA	36,172	63,740	84,445	101,151	128,458
Items affecting comparability	-2,556	-40,632	316	-37,691	-33,287
Adj. EBITDA	**33,616**	**23,108**	**84,761**	**63,460**	**95,171**
In relation to net revenue					
Net Result margin, %	*7*	*50*	*5*	*19*	*14*
Adj. Net Result margin, %	*10*	*55*	*8*	*22*	*18*
EBIT margin, %	*22*	*71*	*19*	*36*	*31*
Adj. EBIT margin, %	*22*	*24*	*22*	*22*	*24*
EBITDA margin, %	*32*	*81*	*29*	*45*	*40*
Adj. EBITDA margin, %	*30*	*29*	*29*	*28*	*30*

In €k	2024 Sep	2023 Sep	2023 Dec
Interest coverage ratio			
Adj. EBITDA last 12 months (including Jun Group LTM as of September 2024)	143,769	94,997	95,171
Divided by			
Net financial items last 12 months	-55,755	-50,743	-50,065
Cash interest last 12 months	-43,347	-35,566	-38,580
Cash interest coverage ratio, x	3.3	2.7	2.5
Leverage ratio			
Total Net Debt	377,679	305,411	294,939
Divided by			
EBITDA last 12 months	111,752	127,620	128,458
Leverage ratio, x	3.4	2.4	2.3
Adjusted EBITDA last 12 months	143,769	94,997	95,171
Adjusted leverage ratio, x	2.6	3.2	3.1

[2] Personnel expenses include to non-cash ESOP expenses
[3] Legal and advisory include transaction related expenses as part of the Jun Group acquisition
[4] Other expenses include Verve rebranding expenses
[5] Other income from AxesInMotion Earn-Out Release in Q3 2023 and Q3 2024

Auditor Review

This report has been subject to review by the Company's auditor.
- shown on the following page -

Financial Calendar

Interim Report Q4 2024	27.02.2025
Interim Report Q1 2025	28.05.2025
Annual General Meeting 2025	11.06.2025
Interim Report Q2 2025	19.08.2025

For further information, please contact:

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Board Declaration

In all conscience, we assure, as representative for the Board of Directors of the Company, that the unaudited condensed consolidated financial statements give a true and fair view of the financial position of the Group as of September 30, 2024, and of its financial performance and cash flows for the year then ended and have been prepared in accordance with IFRS as adopted by the European Union.

Stockholm, November 28, 2024
Approved by the Board of Directors

Tobias M. Weitzel
Chairman of the Board

Greg Coleman
Member of the Board

Peter Huijboom
Member of the Board

Elizabeth Para
Member of the Board

Johan Roslund
Member of the Board

Franca Ruhwedel
Member of the Board

Remco Westermann
CEO and Member of the Board

Auditor’s Review Report

Introduction

We have reviewed the condensed interim financial information (interim report) of Verve Group SE as of 30 September 2024 and for the nine-month period then ended. The Board of Directors and the Chief Executive Officer are responsible for the preparation and presentation of this interim report in accordance with IAS 34 and the Swedish Annual Accounts Act. Our responsibility is to express a conclusion on this interim report based on our review.

Scope of Review

We conducted our review in accordance with the International Standard on Review Engagements ISRE 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity. A review consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review has a different focus and is substantially less in scope than an audit conducted in accordance with International Standards on Auditing (ISA) and other generally accepted auditing practices. The procedures performed in a review do not enable us to obtain a level of assurance that would make us aware of all significant matters that might be identified in an audit. Therefore, the conclusion expressed based on a review does not give the same level of assurance as a conclusion expressed based on an audit.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the interim report is not, in all material respects, prepared for the Group in accordance with IAS 34 and the Swedish Annual Accounts Act, and for the Parent Company in accordance with the Swedish Annual Accounts Act.

Stockholm 28 November 2024

Deloitte AB

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Christian Lundin
Authorised Public Accountant

This interim report Q3 2024 is information that Verve Group SE (publ) is obliged to make public pursuant to the EU Market Abuse Regulation. The information was submitted for publication, through the agency of the contact persons set out below, at 08:00 am CET on Thursday, 28, November 2024.

Verve Group SE

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About Verve

Verve operates a fast-growing, profitable ad-software platform that matches global advertiser demand with publisher ad-supply while improving results through first party data from own games. Verve's main operational presence is in North America and Europe. Through investments in organic growth and innovation, as well as targeted M&A, Verve has built a one-stop shop for programmatic advertising, enabling companies to buy and sell ad space across all digital devices (mobile apps, web, connected TV and digital out of home), with the mission to make advertising better. Verve is registered as Societas Europaea in Sweden (registration number 517100-0143) and its shares are listed on Nasdaq First North Premier Growth Market in Stockholm and in the Scale segment of the Frankfurt Stock Exchange. The Company has two secured bonds that are listed on Nasdaq Stockholm and on the Frankfurt Stock Exchange Open Market; info@fnca.se. For further information, please visit: https://investors.verve.com/.