SOLTEQ

Half-Year Report

JANUARY 1 – JUNE 30, 2024

Solteq Plc Half-Year Report January 1 – June 30, 2024

Significant Turnaround in Profitability – Comparable Operating Result improved by EUR 2.1 million

April–June

- Comparable revenue totaled EUR 13.4 million (13.6) and decreased by 1.5 percent. Revenue totaled EUR 13.4 million (14.3) and decreased by 6.1 percent
- Comparable EBITDA was EUR 0.6 million (-1.3) and EBITDA EUR 0.6 million (7.7). Comparable EBITDA percent was 4.6 (-9.3)
- Comparable operating result was EUR 0.0 million (-2.1) and operating result EUR 0.0 million (6.3). Comparable operating result percent was 0.0 (-15.3)
- Earnings per share was EUR -0.03 (0.19)

January–June

- Comparable revenue totaled EUR 27.0 million (27.7) and decreased by 2.7 percent. Revenue totaled EUR 27.0 million (31.2) and decreased by 13.5 percent
- Comparable EBITDA was 1.0 EUR million (-1.1) and EBITDA EUR 1.0 million (9.0). Comparable EBITDA percent was 3.6 (-4.1)
- Comparable operating result was EUR -0.2 million (-2.7) and operating result EUR -0.2 million (6.2). Comparable operating result percent was -0.9 (-9.8)
- Earnings per share was EUR -0.06 (0.20)
- Solteq Group’s equity ratio was 29.0 percent (38.4)
- Net cash flow from operating activities was EUR 1.2 million (-1.8)
- The company expects the comparable revenue to grow and the operating result to be positive. The comparable revenue was EUR 54,183 thousand for the financial year 2023

Key figures

	4-6/2024	4-6/2023	Change %	1-6/2024	1-6/2023	Change %	1-12/2023	Rolling 12mos
Revenue, TEUR	13,398	14,273	-6.1	26,970	31,173	-13.5	57,655	53,452
Comparable revenue, TEUR	13,398	13,609	-1.5	26,970	27,721	-2.7	54,183	53,431
EBITDA, TEUR	617	7,698	-92.0	974	8,979	-89.1	8,695	691
Comparable EBITDA, TEUR	617	-1,269	148.6	974	-1,149	184.8	-1,662	461
Operating result, TEUR	3	6,337	-99.9	-244	6,246	-103.9	-3,541	-10,031
Comparable operating result, TEUR	3	-2,076	100.2	-244	-2,727	91.1	-4,575	-2,092
Result for the financial period, TEUR	-506	3,672	-113.8	-1,211	3,877	-131.2	-5,380	-10,468
Earnings per share, EUR	-0.03	0.19	-113.8	-0.06	0.20	-131.2	-0.28	-0.54
Operating result, %	0.0	44.4		-0.9	20.0		-6.1	-18.8
Comparable operating result, %	0.0	-15.3		-0.9	-9.8		-8.4 *	-3.9
Equity ratio, %				29.0	38.4		30.1	34.2

* Solteq announced new comparable figures on April 24, 2024. In the Interim report January 1st - March 31st, 2024, the percentage in question had remained incorrect.

Profit guidance 2024

The company expects the comparable revenue to grow and the operating result to be positive. The comparable revenue was EUR 54,183 thousand for the financial year 2023.

CEO Aarne Aktan:

The company's second quarter brought about a very significant turnaround in results: the comparable operating result improved by EUR 2.1 million relative to the comparison period. The Group's comparable EBITDA was EUR 0.6 million, and the comparable operating result was slightly positive for the first time in two years. This complete turnaround in profitability results from systematic and long-term efforts focused on renewing the business strategy, improving the quality of Utilities software products, and group-wide efficiency and cost-saving initiatives.

The revenue development for the review period lagged slightly behind the comparison period due to subdued customer demand. The Group's comparable revenue was EUR 13.4 million during the review period, which decreased by 1.5 percent relative to the comparison period.

The Retail & Commerce segment performed well in the subdued market and improved its performance significantly from the comparison period. The comparable operating result improved by EUR 0.8 million from the comparison period and was EUR 0.4 million positive. However, comparable revenue decreased slightly from the comparison period (-1.2 percent). During the review period, an efficiency and cost-savings program within the Commerce & Data business unit of the Retail & Commerce segment and the Group administration was implemented to improve the profitability. The company estimates achieving annual savings of approximately EUR 3.4 million through group-wide savings and reduction measures. Approximately a third of the annual cost savings is expected to be realized on the second half of 2024.

Systematic measures to improve the quality of Utilities software products and develop the operations are reflected as a significant improvement in the profitability of the Utilities segment from the comparison period. The comparable operating result improved by EUR 1.3 million and was EUR -0.4 million. The comparable operating result improved by more than 78 percent. As a result of the measures taken, the Utilities segment will return to profitable growth.

The long-term market outlook for the Retail & Commerce segment is expected to remain moderate, and demand to recover as the markets stabilize. The long-term market outlook for the Utilities segment is expected to remain good and provide opportunities for profitable growth.

On August 21, 2024, the company commenced a written procedure to amend the terms and conditions of its EUR 23 million notes maturing on October 1, 2024. In the written procedure, the noteholders' consent is being sought to postpone the final maturity date of the notes by 24 months, which would extend the maturity to October 1, 2026.

Nordic IT market outlook within the key industries for Solteq

Solteq aims to meet the changing needs of the energy sector, retail industry, and e-commerce through its product development and expert services in the Nordics. The Group’s reportable business segments are Utilities and Retail & Commerce. The Utilities segment offers software solutions and expert services for the energy sector, and the Retail & Commerce segment for retail and e-commerce. The business areas share similar characteristics, such as the rapidly evolving digital transformation and the need for smarter and more efficient core functions. The company estimates that its offering matches well with the industry-specific development needs where the Nordic decision-makers are focusing their IT investments in the coming years.

The demand for software solutions and expert services in the Nordic energy sector is accelerated by changes in the industry’s regulation, the transition to renewable energy sources, and the potential for more streamlined business operations created by the developing technology. The business of the Utilities segment consists of software solutions and expert services, which comprehensively take into account the regulatory changes in the Nordics and EU. Among these are nationally driven datahub projects for centralized information exchange and the unification of operating models regarding measurement practices and the opening of electricity markets. The company estimates that the segment’s industry-specific expertise and offering create a clear competitive advantage in the Nordic energy market.

The Russian invasion of Ukraine has created significant market uncertainties, such as high inflation and increased interest rates. The uncertainties affect the Nordic market by weakening the demand, in particular, for the offering of the Retail & Commerce segment. However, the demand is driven by the rapidly evolving digitalization and the need for the secure, reliable, and coherent IT ecosystems.

Revenue and profit

April–June

Revenue for the second quarter decreased by 6.1 percent compared to the previous year and totaled EUR 13,398 thousand (14,273). Operating result for the review period was EUR 3 thousand (6,337). Comparable operating result was EUR 3 thousand (-2,076). Result before taxes was EUR -472 thousand (5,773) and the result for the financial period was EUR -506 thousand (3,672).

January–June

Revenue for the first half decreased by 13.5 percent compared to the previous year and totaled EUR 26,970 thousand (31,173). Operating result for the review period was EUR -244 thousand (6,246). Comparable operating result was EUR -244 thousand (-2,727). Result before taxes was EUR -1,178 thousand (6,124) and the result for the financial period was EUR -1,211 thousand (3,877).

Retail & Commerce

April–June

In the second quarter the Retail & Commerce segment’s comparable revenue was EUR 10,043 thousand (10,168), down by 1.2 percent from the comparison period. Comparable EBITDA for April–June was EUR 777 thousand (149), and the comparable operating result was EUR 370 thousand (-386).

Of the segment's revenue, 70.0 percent came from the Commerce & Data business unit, which specializes in e-commerce solutions and 30.0 percent from the Retail Software business unit, which specializes in software solutions related to the retail industry, car sales and healthcare.

January–June

In the first half, the comparable revenue of the segment was EUR 20,412 thousand (20,819), down by 2.0 percent from the comparison period. The comparable EBITDA was EUR 1,600 thousand (1,475), and the comparable operating result was EUR 787 thousand (429).

An efficiency and cost-savings program, targeted at the Retail & Commerce segment’s Commerce & Data business unit and the Group administration was carried out during the review period. The goal was to improve profitability by reorganizing and enhancing the efficiency of operations. The company executed cost-savings and reduction measures in Finland and other group companies, and it estimates achieving annual savings of approximately EUR 3.4 million. Approximately a third of the annual cost savings is expected to be realized in 2024.

As part of the efficiency and cost-savings program, change negotiations were carried out in Finland May 6 through June 24, 2024. Based on the resignations and layoffs, the company's workforce will be reduced by 24 employees in Finland. The negotiations concerned the personnel of the Commerce & Data unit and the Group administration.

Retail & Commerce	4-6/2024	4-6/2023	Change %	1-6/2024	1-6/2023	Change %	1-12/2023
Revenue, TEUR	10,043	10,833	-7.3	20,412	24,270	-15.9	43,958
Comparable revenue, TEUR	10,043	10,168	-1.2	20,412	20,819	-2.0	40,486
Comparable EBITDA, TEUR	777	149	421.5	1,600	1,475	8.5	2,315
Comparable EBITDA, %	7.7	1.5		7.8	7.1		5.7 *
EBITDA, TEUR	777	8,663	-91.0	1,600	10,694	-85.0	11,580
EBITDA, %	7.7	80.0		7.8	44.1		26.3
Comparable operating result, TEUR	370	-386	195.8	787	429	83.4	449
Comparable operating result, %	3.7	-3.8		3.9	2.1		1.1 *
Operating result, TEUR	370	7,849	-95.3	787	9,027	-91.3	5,177
Operating result, %	3.7	72.5		3.9	37.2		11.8

* Solteq announced new comparable figures on April 24, 2024. In the Interim report January 1st - March 31st, 2024, the percentages in question had remained incorrect.

Utilities

April–June

In the second quarter, the Utilities segment's revenue was EUR 3,355 thousand (3,440), down by 2.5 percent from the comparison period. Comparable EBITDA for April–June was EUR -160 thousand (-1.418), and the comparable operating result was EUR -367 thousand (-1,689).

Of the segment’s revenue, 85.8 percent came from the Utilities Software business unit, which specializes in energy sector software products, and 14.2 percent from the Utilities Consulting business unit, which specializes in expert services for the energy sector.

January–June

The revenue for the first half-year period was EUR 6,558 thousand (6,903), down by 5.0 percent from the comparison period. The comparable EBITDA was EUR -625 thousand (-2,623), and the comparable operating result was EUR -1,031 thousand (-3,156).

Recurring revenue accounted for 42.5 percent of the segment's revenue and consists of software licensing, maintenance, and support fees. In the long term, the aim is to raise recurring software-based revenue to half of the Utilities segment's revenue.

On April 3, 2024, Solteq Plc’s EVP of Utilities and Executive Team member, Jaakko Hirvensalo, announced his resignation. Hirvensalo continued in his position until the end of April 2024, after which the CEO of Solteq Plc, Aarne Aktan took on also the leadership responsibilities of the Utilities segment's business.

Utilities	4-6/2024	4-6/2023	Change %	1-6/2024	1-6/2023	Change %	1-12/2023
Revenue, TEUR	3,355	3,440	-2.5	6,558	6,903	-5.0	13,697
Comparable EBITDA, TEUR	-160	-1,418	88.7	-625	-2,623	76.2	-3,976
Comparable EBITDA, %	-4.8	-41.2		-9.5	-38.0		-29.0 *
EBITDA, TEUR	-160	-965	83.4	-625	-1,715	63.5	-2,885
EBITDA, %	-4.8	-28.1		-9.5	-24.9		-21.1
Comparable operating result, TEUR	-367	-1,689	78.3	-1,031	-3,156	67.3	-5,024
Comparable operating result, %	-10.9	-49.1		-15.7	-45.7		-36.7 *
Operating result, TEUR	-367	-1,512	75.7	-1,031	-2,781	62.9	-8,718
Operating result, %	-10.9	-44.0		-15.7	-40.3		-63.7

* Solteq announced new comparable figures on April 24, 2024. In the Interim report January 1st - March 31st, 2024, the percentages in question had remained incorrect.

Balance sheet and financing

Total assets amounted to EUR 55,017 thousand (68,682) at the end of the review period. Liquid assets totaled EUR 1,094 thousand (3,829). The company has a standby credit limit of EUR 5,000 thousand which was unused at the end of the review and comparison period. The company also has a bank account credit limit of EUR 2,000 thousand. At the end of the review period, EUR 797 thousand (82) of the bank account credit limit was in use. At the end of the review period, the company had a EUR 247 thousand (329) Business Finland loan for product development.

The Group’s interest-bearing liabilities were EUR 25,121 thousand (26,056).

Solteq Group’s equity ratio was 29.0 percent (38.4).

On October 1, 2020, Solteq issued a fixed rate senior bond with a nominal value of EUR 23.0 million. Annual interest of 6.0 percent is paid on the bond, and it will mature on October 1, 2024. The bond can be redeemed before its final maturity date. Solteq Plc repurchased a share of the above-mentioned bond with a nominal value of EUR 0.6 million in the financial year 2023.

The terms of the bond include financial covenants concerning the distribution of funds and incurring financial indebtedness other than permitted under the terms of the bond (Incurrence Covenant). The covenants require that the equity ratio exceeds 27.5 percent, the interest coverage ratio (EBITDA/net interest cost) exceeds 3.00:1, and that the Group’s net interest-bearing debt to EBITDA ratio does not exceed 4:1. The covenants concerning the distribution of funds and incurring financial indebtedness other than permitted under the terms of the bond are not fulfilled based on the reporting period. The fulfillment of the covenants is always reviewed based on the last reported 12-month period. Violations of the above-mentioned financial covenants of the bond do not, as such, lead to the right to demand immediate repayment of the bond, but they limit the distribution of the company's funds and incurring financial indebtedness other than permitted under the terms of the bond.

On August 21, 2024, the company commenced a written procedure to amend the terms of the bond so that the bond maturity would be postponed by 24 months, which would extend the maturity to October 1, 2026. In addition, as part of the amendment process, the company has proposed, among other things, changing the coupon rate from 6 percent to 10 percent, and changes to the redemption price of the bond.

The outcome of the ongoing amendment process involves uncertainty, but the company believes that the amendment process will result in the terms of the bond being amended as proposed.

The maturity distribution of financial liabilities is presented in the tables section of this Half-Year Report.

The uncertainty related to Going concern is described in more detail in the Going concern principle paragraph.

Investment, research, and development

The net investments during the review period were EUR 623 thousand (1,746). During the review and comparison period, no investments were made in business acquisitions. The effect of the Microsoft BC and LS Retail business transaction in May 2023 on the goodwill at the time of sale was EUR -5,904 thousand. A total of EUR 0 thousand (1,560) of the net investments were capitalized development costs relating to the continued further development of the existing software products and the development of new software products. Other investments were EUR 623 thousand (186). Other investments include the net change in rented premises and equipment, totaling EUR 577 thousand (186).

Capitalized development costs included EUR 0 thousand (1,014) in personnel costs.

In December 2023, the company changed its operating logic of dealing with product development activities. The development of own software products is part of continuous services and standard operations, and the related product development costs no longer meet the requirements for activation. The development costs of these existing software products are thus treated as cost items in the income statement as part of normal business operations, and product development cost activations ceased in the last quarter of the financial year 2023.

Depreciations

Depreciations in the review period totaled EUR 1,218 thousand (2,733), of which depreciations from premises accounted for EUR 798 thousand (870).

Personnel

The number of permanent employees at the end of the review period was 469 (556).

Key figures for Group's personnel

	4-6/2024	4-6/2023	1-6/2024	1-6/2023	1-12/2023
Average number of personnel during period			478	612	572
Employee benefit expenses, TEUR	7,840	8,946	15,903	18,204	33,570

Related party transactions

Solteq Group’s related parties include the Board of Directors, the CEO, and the Group’s Executive Team, as well as their related parties and entities according to the IAS24 standard.

The related party transactions and euro amounts are presented in the tables at the end of this Half-Year Report.

Shares, shareholders, and treasury shares

Solteq Plc’s equity on June 30, 2024, was EUR 1,009,154.17 which was represented by 19,396,501 shares. The shares have no nominal value. All shares have an equal entitlement to dividends and company assets. Shares are governed by a redemption clause.

Solteq Plc did not hold any treasury shares at the end of the review period.

Exchange and rate

During the review period, the exchange of Solteq’s shares in the Nasdaq Helsinki Ltd was 2.2 million shares (2.0) and EUR 1.6 million (2.7). The highest rate during the review period was EUR 0.96 and the lowest rate was EUR 0.54. The weighted average rate of the share was EUR 0.74, and the end rate was EUR 0.83. The market value of the company’s shares at the end of the review period totaled EUR 16.1 million (23.3).

Ownership

At the end of the review period, Solteq had a total of 6,779 shareholders (7,573). Solteq’s 10 largest shareholders owned 10,486 thousand shares, i.e., they owned 54.1 percent of the company’s shares and votes.

Annual General Meeting

Solteq's Annual General Meeting of Solteq Plc was held on 27 March 2024. The Annual General Meeting approved the financial statements for the financial year 1 January–31 December 2023 and discharged the CEO and members of the Board of Directors who were active during the financial year from liability.

In accordance with the proposal of the Board of Directors, it was resolved that no dividend is distributed for the financial year that ended on December 31, 2023.

The Annual General Meeting adopted the remuneration report of the company's governing bodies for year 2023 and approved the amended remuneration policy for governing bodies.

The Annual General Meeting approved the proposal of the Board of Directors to amend Articles 1 and 11 of the Articles of Association so that the domicile of the company is Espoo and that a general meeting of shareholders can be held in addition to the domicile of the company in Helsinki or Vantaa.

The Annual General Meeting authorized the Board of Directors to decide on a share issue carried out with or without payment and on issuing share options and other special rights referred to in Chapter 10, Section 1 of the Finnish Limited Liability Companies Act as follows:

The maximum total number of shares or other rights issued under the authorization is 2,000,000. The authorization includes the right to issue new shares and special rights or convey treasury shares. The new shares and rights can be issued and treasury shares conveyed in a directed share issue deviating from the shareholders' pre-emptive right of subscription if there is a weighty financial reason for the company, e.g., to improve the capital structure, to execute business acquisitions, and other business improvement arrangements. The authorization cannot be used to implement the company's incentive schemes. The authorization includes the right for the Board of Directors to decide on all other terms concerning the share issue and granting special rights, including the subscription price and payment of the subscription price in cash or in whole or in part by other means (subscription in kind) or by using the subscriber's receivable to offset the subscription price and record it in the company's balance sheet. The authorization is effective until the next Annual General Meeting, however, no longer than 30 April 2025. This authorization cancels the corresponding decision made by the Annual General Meeting 2023.

The Annual General Meeting authorized the Board of Directors to decide on repurchasing the company's own shares as follows: The number of own shares to be repurchased based on the authorization cannot exceed 500,000. Shares may be repurchased in one or more lots. The Company may use only unrestricted equity to repurchase its own shares. Own shares may be repurchased otherwise than in proportion to the share ownership of the shareholders (directed repurchase). The purchase price shall be at least the lowest price paid for the company's shares in regulated trading at the time of purchase and at most the highest price paid for Company shares in regulated trading at the time of purchase. Own shares can be purchased to be used to improve the capital structure of the company, to execute business acquisitions and other business development arrangements, or as a part of the implementation of the company's incentive schemes. The authorization is effective until the next Annual General Meeting, however, no longer than 30 April 2025. This authorization cancels the corresponding decision made by the Annual General Meeting 2023.

The Annual General Meeting authorized the Board of Directors to decide on accepting the company's own shares as pledge as follows: The Board of Directors is authorized to decide on accepting the company's own shares as pledge (directed) in connection with business acquisitions or when executing other business arrangements. The pledge may occur in one or several transactions. The number of own shares accepted as pledge cannot exceed 2,000,000. The Board of Directors decides on other terms concerning the pledge. The authorization is effective until the next Annual General Meeting, however, no longer than 30 April 2025. This authorization cancels the corresponding decision made by the Annual General Meeting 2023.

Board of Directors and auditors

The Annual General Meeting on March 27, 2024, resolved that 7 members were elected to the Board of Directors. The Annual General Meeting resolved to elect the following members of the Board of Directors according to proposal of the Shareholders' Nomination Committee of Solteq Plc: Markku Pietilä, Katarina Cantell, Panu Porkka, Anni Sarvaranta, Mika Sutinen, Esko Mertsalmi and Lotta Airas.

In its organizing meeting after the Annual General Meeting, the Board of Directors re-elected Markku Pietilä as its chairman.

Mika Sutinen, Katarina Cantell, and Markku Pietilä were elected as members of the Audit Committee. Mika Sutinen acts as the Chairman of the Audit Committee.

The Annual General Meeting elected audit firm PricewaterhouseCoopers Oy as the auditor of the company, and it will also carry out the assurance of the Company's sustainability reporting for the financial year 2024. PricewaterhouseCoopers Oy has informed that Tiina Puukkoniemi, Authorised Public Accountant (KHT), Authorised Sustainability Auditor (KRT), is the auditor with principal responsibility, and she would also act as the responsible sustainability reporting assurance provider.

Other events during the review period

On January 25, 2024, Solteq announced the proposals of Solteq's Shareholders' Nomination Committee for the 2024 Annual General Meeting. Solteq Plc's Shareholders' Nomination Committee proposes to the Annual General Meeting, planned to be held on March 27, 2024, that seven (7) members are elected to the Board of Directors, the current Board members – Markku Pietilä, Katarina Cantell, Panu Porkka, Anni Sarvaranta, Mika Sutinen, and Esko Mertsalmi – are re-elected, and Lotta Airas is elected as a new member of the Board. The Board members' term will end at the close of the 2025 Annual General Meeting.

On February 2, 2024, Solteq announced changes in the Executive Team of Solteq Plc as of February 2, 2024. With the change, Kari Lehtosalo, the company's CFO and member of the Executive Team since 2019, will step down from his position by mutual agreement. The Board of Directors of Solteq Plc has appointed LL.M. Mikko Sairanen (b. 1985) as the company's new CFO. He will also continue in his role as the company's General Counsel.

On April 3, 2024, Solteq Plc announced changes to the Executive team. Solteq Plc's EVP of Utilities and member of the Executive Team, Jaakko Hirvensalo, announced his resignation. Hirvensalo continued in his current position and as a member of the Executive Team until the end of April 2024. The company started the process of finding a new EVP for Utilities immediately.

On April 24, 2024, Solteq Plc announced having updated the definitions of comparable EBITDA and operating result, and published new figures concerning them for 2023. The company has changed the definition of comparable EBITDA and comparable operating result and added significant changes from product development activations and related depreciation to items affecting comparability. The definition of comparable revenue remains unchanged.

On April 30, 2024, Solteq Plc announced Solteq Plc's CEO, Aarne Aktan taking on the leadership responsibilities of the Utilities segment's business in addition to his current duties.

On April 30, 2024, Solteq Plc announced initiating an efficiency and cost-savings program to achieve approximately EUR 3.5 million in annual cost savings. The efficiency and cost-savings program concerns the Retail & Commerce segment’s Commerce & Data business unit and Group Administration. The goal is to improve profitability by reorganizing and enhancing the efficiency of operations.

On June 24, 2024, Solteq Plc announced that Solteq's efficiency and cost-savings program has been completed. Solteq’s efficiency and cost-savings program, targeted at the Retail & Commerce segment’s Commerce & Data business unit and the Group Administration has been completed. The company will execute cost-savings and reduction measures in Finland and other group companies, and it estimates achieving annual savings of approximately EUR 3.4 million. Approximately a third of the annual cost savings is expected to be realized in 2024.

Events after the review period

On August 2, 2024, Solteq Plc announced preliminary information about its second quarter and announced considering commencing a written procedure to extend the final maturity date of its EUR 23 million notes.

On August 21, 2024, Solteq Plc announced commencing a written procedure to amend the terms and conditions of its EUR 23 million notes due 1 October 2024.

The company’s management is not aware of other events of material importance after the review period that might have affected the preparation of the Half-Year Report.

Risks and uncertainties

In the management’s view, the material uncertainties and near-term risks directed at the company’s business and financial position in the near future are related to the refinancing of the company, the general economic uncertainty, interest rate level, and the financial market situation.

The essential risk to the financial position relates especially to the refinancing of a fixed-rate unsecured senior bond issued by the company with a nominal value of EUR 23.0 million. The bond matures on October 1, 2024. On August 21, 2024, the company commenced a written procedure to amend the terms of the bond so that the bond maturity would be postponed by 24 months, which would extend the maturity to October 1, 2026. In addition, as part of the amendment process, the company has proposed, among other things, changing the coupon rate from 6 percent to 10 percent, and changes to the redemption price of the bond. The outcome of the ongoing amendment procedure involves uncertainty, and no binding commitments have been received from the noteholders. The company believes that the amendment process will result in the terms of the bond being amended as proposed.

A weakening operating environment, tightening financial markets and the weaking of their functionality may increase the company’s financing costs and complicate the availability of financing.

Russia's invasion of Ukraine has had no direct impact on the company’s business. However, the weakened economic situation, inflation, rising financing costs and other indirect impacts may further weaken customer companies’ investments in Solteq’s products and services in both the short and long term. The weakening of the security situation increases the risk of cyber attacks and other disruptions in society that may have an impact on the company’s business.

Other key uncertainties and risks relate to managing changes in the balance sheet structure, the timing and pricing of transactions on which revenue is based, changes in the cost level, the development of the company’s own products and their commercialization, and the company’s ability to manage extensive contract and delivery packages.

The most important risks and uncertainties for the company’s business are monitored regularly as part of the work of the Board of Directors and Executive Team. In addition, the company has an Audit Committee appointed by the Board of Directors, whose tasks include monitoring the company’s financial and financing situation.

Going concern principle

In assessing the going concern principle, the management of the company has considered the risks related to the refinancing of the company. The key elements of Solteq Group’s debt financing are a fixed-rate bond, as well as standby and bank account credit limits.

Solteq issued a fixed-rate unsecured senior bond with a nominal value of EUR 23.0 million on October 1, 2020. Of the EUR 23.0 million bond outstanding at the time of the Half-Year Report, EUR 0.6 million was held by the company. The bond matures on October 1, 2024. The standby and bank account credit limits total EUR 7.0 million. The related financial covenants are linked to the terms of the bond.

The terms of the bond include financial covenants concerning the distribution of funds and incurring financial indebtedness other than permitted under the terms of the bond (Incurrence Covenant). The covenants require that the equity ratio exceeds 27.5 percent, the interest coverage ratio (EBITDA/net interest cost) exceeds 3.00:1, and that the Group’s net interest-bearing debt to EBITDA ratio does not exceed 4:1. The covenants concerning the distribution of funds and incurring financial indebtedness other than permitted under the terms of the bond are not fulfilled based on the reporting period. The fulfillment of the covenants is always reviewed based on the last reported 12-month period. Violations of the above-mentioned financial covenants of the bond do not, as such, lead to the right to demand immediate repayment of the bond, but they limit the distribution of the company's funds and incurring financial indebtedness other than permitted under the terms of the bond. The prerequisite for the company's going concern is the restructuring of the financing.

On August 21, 2024, the company commenced a written procedure to amend the terms of the bond so that the bond maturity would be postponed by 24 months, which would extend the maturity to October 1, 2026. In addition, as part of the amendment process, the company has proposed, among other things, changing the coupon rate from 6 percent to 10 percent, and changes to the redemption price of the bond.

In assessing the going concern, the management of the company has considered the effects of the measures taken during the financial year 2024, the financial performance during the review period 1-6/2024, financial forecasts, and risks related to the availability of financing and to financial negotiations.

The company believes that the planned financing arrangements will lead to a favorable outcome. However, there are still no binding commitments on the restructuring of the financing and the outcome of the ongoing amendment procedure involves uncertainty. If the company failed to restructure the financing by the bond maturity date, the company would not be able to meet its obligations and the conditions for the company's going concern would become jeopardized.

Considering the above measures and risks, the management estimates that operations will continue and that the risk of insufficient funding is small. Therefore, the management of the company has deemed it justified to prepare the Half-Year Report under the going concern principle.

Financial reporting

This Half-Year Report has been prepared in accordance with the recognition and valuation principles of IFRS standards and using IAS 34 and the same accounting policies as the Financial Statements 2023. The new IFRS standards, taken into use on January 1, 2024, do not have a significant impact on the Group's Half-Year Report. The information presented in the Half-Year Report has not been audited.

Revenue from contracts with customers

The sales income from the Retail & Commerce segment's customer contracts are classified as services, recurring revenue from own software/Saas, and software and hardware sales. The services consist mainly of time and material based consulting, support and development services provided by the company, and projects. The sales income from these services is recognized over time depending on the progress of customer projects. Recurring revenue from software is reported for sales income related to the company's own products. In addition, the Retail & Commerce segment generates sales income from software and hardware sales consisting mainly of license and maintenance fees for third party software.

The Utilities segment covers the business based on the company's own energy sector products. The revenue of the segment is mainly based on license and maintenance fees from own products and related services, like integration and implementation projects. The sales income from the Utilities segment's customer contracts is classified as services, recurring revenue from own software/Saas and non-recurring license and hardware sales. The services consist mainly of time- and material-based consulting, support and development services provided by the company, and projects. The services will benefit the customers as the service is provided.

Recurring revenue from own software / SaaS in both segments includes sales related to Solteq's own products where the amount charged is not dependent on the amount of work performed and the charge is recurring or deferred over the contract period. In addition, the contract needs to be valid until further notice or the contract period is minimum 12 months in order to be classified as recurring revenue/SaaS. Non-recurring license and hardware sales include license fees related to the company's own software and directly related products and hardware. The revenue is recognized as point in time.

Financial information

Consolidated statement of comprehensive income

TEUR	4-6/2024	4-6/2023	1-6/2024	1-6/2023	1-12/2023
Revenue	**13,398**	**14,273**	**26,970**	**31,173**	**57,655**
Other income	2	8,394	6	8,416	8,309
Materials and services	-1,517	-1,692	-3,084	-3,571	-7,033
Employee benefit expenses	-9,235	-10,633	-18,595	-21,636	-39,936
Other expenses	-2,032	-2,645	-4,322	-5,403	-10,299
Depreciations and impairments	-613	-1,361	-1,218	-2,733	-12,236
Operating result	**3**	**6,337**	**-244**	**6,246**	**-3,541**
Financial income and expenses	-476	-564	-934	-122	-1,174
Result before taxes	**-472**	**5,773**	**-1,178**	**6,124**	**-4,715**
Income taxes	-34	-2,101	-33	-2,247	-665
Result for the financial period	**-506**	**3,672**	**-1,211**	**3,877**	**-5,380**
Other comprehensive income to be reclassified to profit or loss in subsequent periods:					
Currency translation differences	16	-16	-48	-66	60
Other comprehensive income, net of tax	**16**	**-16**	**-48**	**-66**	**60**
Total comprehensive income	**-490**	**3,656**	**-1,260**	**3,811**	**-5,320**
Total profit for the period attributable to owners of the parent	-506	3,672	-1,211	3,877	-5,380
Total comprehensive income attributable to owners of the parent	-490	3,656	-1,260	3,811	-5,320
Earnings per share, EUR (undiluted)	-0.03	0.19	-0.06	0.20	-0.28
Earnings per share, EUR (diluted)	-0.03	0.19	-0.06	0.20	-0.28

Consolidated statement of financial position

TEUR	30 Jun 2024	30 Jun 2023	31 Dec 2023
Assets			
Non-current assets			
Tangible assets	17	70	25
Right-of-use assets	1,501	2,651	1,781
Intangible assets			
Goodwill	40,552	40,559	40,555
Other intangible assets	942	8,986	1,236
Other investments	437	437	437
Deferred tax assets	1,185	227	1,222
Other long-term receivables	252	262	260
Non-current assets total	**44,888**	**53,192**	**45,515**
Current assets			
Inventories	41	66	60
Trade and other receivables	8,995	11,596	9,762
Cash and cash equivalents	1,094	3,829	1,853
Current assets total	**10,130**	**15,490**	**11,674**
Total assets	**55,017**	**68,682**	**57,189**
Equity and liabilities			
Equity attributable to equity holders of the parent company			
Share capital	1,009	1,009	1,009
Share premium reserve	75	75	75
Distributable equity reserve	13,260	13,260	13,260
Currency translation difference	-194	-271	-146
Retained earnings	1,809	12,277	3,021
Total equity	**15,959**	**26,350**	**17,219**
Non-current liabilities			
Deferred tax liabilities	553	709	575
Financial liabilities	165	23,130	246
Lease liabilities	142	1,035	405
Non-current liabilities total	**860**	**24,875**	**1,226**
Current liabilities			
Financial liabilities	23,295	164	24,149
Trade and other payables	13,296	15,480	12,940
Provisions	88	87	99
Lease liabilities	1,519	1,726	1,556
Current liabilities total	**38,198**	**17,458**	**38,745**
Total equity and liabilities	**55,017**	**68,682**	**57,189**

Consolidated cash flow statement

TEUR	1-6/2024	1-6/2023	1-12/2023
Cash flow from operating activities			
Result for the financial period	-1,211	3,877	-5,380
Adjustments for operating result	2,251	-3,589	5,621
Changes in working capital	345	-1,801	-3,471
Interests paid	-238	-300	-2,154
Interests received	13	11	81
Net cash flow from operating activities	**1,160**	**-1,802**	**-5,302**
Cash flow from investing activities			
Business acquisitions		-20	-20
Divested businesses		11,990	14,137
Investments in tangible and intangible assets	-50	-1,592	-2,351
Net cash used in investing activities	**-50**	**10,378**	**11,766**
Cash flow from financing activities			
Long-term loans, decrease			-548
Short-term loans, increase	1,107	1,014	4,371
Short-term loans, decrease	-2,090	-6,860	-8,601
Payment of finance lease liabilities	-887	-958	-1,891
Net cash used in financing activities	**-1,870**	**-6,804**	**-6,668**
Changes in cash and cash equivalents	**-759**	**1,772**	**-204**
Cash and cash equivalents at the beginning of period	1,853	2,057	2,057
Cash and cash equivalents at the end of period	**1,094**	**3,829**	**1,853**

Consolidated statement of changes in equity

TEUR	Share capital	Share premium account	Invested unrestricted equity reserve	Currency translation difference	Retained earnings	Total
Equity 1 Jan 2023	**1,009**	**75**	**13,260**	**-205**	**8,400**	**22,539**
Result for the financial period					3,877	3,877
Other items on comprehensive income				-66		-66
Total comprehensive income	**0**	**0**	**0**	**-66**	**3,877**	**3,811**
Equity 30 Jun 2023	**1,009**	**75**	**13,260**	**-271**	**12,277**	**26,350**
Equity 1 Jan 2024	**1,009**	**75**	**13,260**	**-146**	**3,021**	**17,219**
Result for the financial period					-1,211	-1,211
Other items on comprehensive income				-48		-48
Total comprehensive income	**0**	**0**	**0**	**-48**	**-1,211**	**-1,260**
Equity 30 Jun 2024	**1,009**	**75**	**13,260**	**-194**	**1,809**	**15,959**

Revenue from contracts with customers

Retail & Commerce

TEUR	4-6/2024	4-6/2023	1-6/2024	1-6/2023	1-12/2023
Services	7,774	8,856	16,180	19,887	35,440
Recurring revenue / SaaS	1,664	1,584	3,264	3,122	6,335
Software and hardware sales	604	393	969	1,261	2,182
Total	**10,043**	**10,833**	**20,412**	**24,270**	**43,958**

Utilities

TEUR	4-6/2024	4-6/2023	1-6/2024	1-6/2023	1-12/2023
Services	1,772	2,262	3,614	4,310	8,686
Recurring revenue / SaaS	1,508	1,108	2,786	2,225	4,544
Non-recurring sales	76	70	158	368	468
Total	**3,355**	**3,440**	**6,558**	**6,903**	**13,697**
Group total	**13,398**	**14,273**	**26,970**	**31,173**	**57,655**

Total investments

TEUR	4-6/2024	4-6/2023	1-6/2024	1-6/2023	1-12/2023
Group total	598	777	623	1,746	9,217

Maturity of financial liabilities

TEUR	Book value	Contractual cash flows	1-12 months	13-24 months	25-36 months	Later
Financial liabilities, 30 Jun 2024						
Bond	22,416	23,786	23,786			
Loans from financial institutions	247	250	84	83	82	
Lease liabilities	1,661	1,740	1,253	282	203	2
Trade payables	2,804	2,804	2,804			
Financial liabilities total	**27,128**	**28,581**	**27,928**	**366**	**285**	**2**
Financial assets, 30 Jun 2024						
Trade receivables	7,793					
Cash and cash equivalents	1,094					
Financial assets total	**8,887**					

The company has a standby credit limit of EUR 5,000 thousand which was unused at the end of the review and comparison period. The company also has a bank account credit limit of EUR 2,000 thousand. At the end of the review period, EUR 797 thousand (82) of the bank account credit limit was in use.

In assessing the going concern principle, the management of the company has considered the risks related to the refinancing of the company. The key elements of Solteq Group's debt financing are a fixed-rate bond, as well as standby and bank account credit limits.

Solteq issued a fixed-rate unsecured senior bond with a nominal value of EUR 23.0 million on October 1, 2020. Of the EUR 23.0 million bond outstanding at the time of the financial statements bulletin, EUR 0.6 million was held by the company. The bond matures on October 1, 2024. The standby and bank account credit limits total EUR 7.0 million. The related financial covenants are linked to the terms of the bond.

The terms of the bond include financial covenants concerning the distribution of funds and incurring financial indebtedness other than permitted under the terms of the bond (Incurrence Covenant). The covenants require that the equity ratio exceeds 27.5 percent, the interest coverage ratio (EBITDA/net interest cost) exceeds 3.00:1, and that the Group's net interest-bearing debt to EBITDA ratio does not exceed 4:1. The covenants concerning the distribution of funds and incurring financial indebtedness other than permitted under the terms of the bond are not fulfilled based on the reporting period. The fulfillment of the covenants is always reviewed based on the last reported 12-month period. Violations of the above-mentioned financial covenants of the bond do not, as such, lead to the right to demand immediate repayment of the bond, but they limit the distribution of the company's funds and incurring financial indebtedness other than permitted under the terms of the bond.

The uncertainty related to Going concern is described in more detail in the Going concern principle paragraph.

Fair value of financial assets and liabilities

The fair values of the financial assets and liabilities are mainly the same as the book values. Hence, they are not presented in table form in the Half-Year Report.

Liabilities

TEUR	30 Jun 2024	30 Jun 2023	31 Dec 2023
Business mortgages	10,000	10,000	10,000
Off-balance sheet lease liabilities	860	1,362	1,032

Related party transactions

There were no related party transactions to be reported in the review or the comparison period.

Major shareholders on June 30, 2024

		Shares and votes	
		number	%
1.	Profiz Business Solution Oy	2,195,569	11.32
2.	Elo Mutual Pension Insurance Company	2,000,000	10.31
3.	Ilmarinen Mutual Pension Insurance Company	1,651,293	8.51
4.	Varma Mutual Pension Insurance Company	1,545,597	7.97
5.	Aktia Capital Mutual Fund	770,000	3.97
6.	Aalto Seppo Tapio	625,000	3.22
7.	Saadetdin Ali	602,216	3.10
8.	Säästöpankki Small Cap Mutual Fund	500,000	2.58
9.	Incedo Oy	313,178	1.61
10.	Mandatum Life Insurance Company Ltd.	283,439	1.46
10 largest shareholders total		**10,486,292**	**54.06**
Total of nominee-registered		349,874	1.80
Others		8,560,335	44.13
Total		**19,396,501**	**100.00**

Financial performance indicators

	4-6/2024	4-6/2023	1-6/2024	1-6/2023	1-12/2023
Revenue, MEUR	13.4	14.3	27.0	31.2	57.7
Change in revenue, %	-6.1	-20.4	-13.5	-16.1	-15.7
Operating result, MEUR	0.0	6.3	-0.2	6.2	-3.5
% of revenue	0.0	44.4	-0.9	20.0	-6.1
Result before taxes, MEUR	-0.5	5.8	-1.2	6.1	-4.7
% of revenue	-3.5	40.4	-4.4	19.6	-8.2
Net investments in non-current assets, MEUR	0.6	0.8	0.6	1.7	2.9
Equity ratio, %			29.0	38.4	30.1
Net debt, MEUR			24.0	22.2	24.5
Gearing, %			150.6	84.4	142.3
Return on equity, rolling 12 months, %			-49.5	-8.1	-27.1
Return on investment, rolling 12 months, %			-20.6	2.6	-4.1
Personnel at end of period			469	556	498
Personnel average for period			478	612	572

Key indicators per share

	4-6/2024	4-6/2023	1-6/2024	1-6/2023	1-12/2023
Earnings per share, EUR (undiluted)	-0.03	0.19	-0.06	0.20	-0.28
Earnings per share, EUR (diluted)	-0.03	0.19	-0.06	0.20	-0.28
Equity per share, EUR			0.82	1.36	0.89

Alternative performance measures to be used in financial reporting by Solteq Group

Solteq uses alternative performance measures to describe the company’s underlying financial performance and to improve the comparability between review periods. The alternative performance measures should not be regarded as indicators that replace the financial key figures as defined in IFRS standards.

Performance measures used by Solteq Group are operating result, EBITDA, equity ratio, gearing, return on equity, return on investment, net debt, and the share of recurring revenue of the total revenue of Utilities segment. The calculation principles of these financial key figures are presented as part of this Half-Year Report. The performance measures presented as rolling 12 months include the total figures of the past four quarters.

Items affecting comparability and alternative performance measures

Items affecting comparability:

Transactions that are unrelated to the regular business operations, or valuation items that do not affect the cash flow, but have an important impact on the income statement, are adjusted as items affecting comparability. These non-recurring items may include the following:

- Significant restructuring arrangements and related financial items
- Impairments
- Items related to the sale or discontinuation of significant business operations
- Costs incurred by the re-organization of operations
- Costs incurred by the integration of acquired business operations
- Non-recurring severance packages
- Fee items that are not based on cash flow
- Costs incurred by changes in legislation
- Fines and similar indemnities, damages, and legal costs
- Significant changes to the activation of product development costs and the related depreciations.

Updated definitions of comparable EBITDA and operating result

On April 24, 2024, Solteq Plc announced having updated the definitions of comparable EBITDA and operating result, and published new figures concerning them for 2023. The company has changed the definition of comparable EBITDA and comparable operating result and added significant changes from product development activations and related depreciation to items affecting comparability. The definition of comparable revenue remains unchanged.

In December 2023, the company changed its operating logic of dealing with product development activities. The development of own software products is part of continuous services and standard operations, and the related product development costs no longer meet the requirements for activation. The development costs of these existing software products are thus treated as cost items in the income statement as part of normal business operations, and product development cost activations ceased in the last quarter of the financial year 2023. In addition, the company assesses the product development investments activated in the balance sheet and their expected return. As a result of the assessment, the company made write-downs totaling EUR 7.5 million. The change in operating mode affected Solteq Group's fourth quarter 2023 comprehensive income statement and consolidated balance sheet. The change did not affect the Group's comprehensive income statements or consolidated balance sheets reported for the first, second and third quarters of 2023.

In the new comparable EBITDA and comparable operating result figures for 2023, quarterly product development activations of existing software products have been adjusted as expenses and related depreciation of previous product development activations has been reversed through profit or loss as if the change described above had been made at the beginning of 2023.

Comparable revenue

The reconciliation of the comparable revenue to revenue is presented in the table below.

TEUR	4-6/2024	4-6/2023	1-6/2024	1-6/2023	1-12/2023
Revenue	**13,398**	**14,273**	**26,970**	**31,173**	**57,655**
Items affecting comparability					
BC / LS Retail business transfer agreement		-665		-3,451	-3,472
Total items affecting comparability	**0**	**-665**	**0**	**-3,451**	**-3,472**
Comparable revenue	**13,398**	**13,609**	**26,970**	**27,721**	**54,183**

Comparable EBITDA

The reconciliation of the comparable EBITDA to EBITDA is presented in the table below.

TEUR	4-6/2024	4-6/2023	1-6/2024	1-6/2023	1-12/2023
EBITDA	**617**	**7,698**	**974**	**8,979**	**8,695**
Items affecting comparability					
BC / LS Retail business transfer agreement		-8,234		-8,721	**-8,532**
Non-recurring severance packages				154	**509**
Costs incurred by the re-organization of operations					**22**
Product development activations		-734		-1,560	**-2,356**
Total items affecting comparability	**0**	**-8,967**	**0**	**-10,127**	**-10,357**
Comparable EBITDA	**617**	**-1,269**	**974**	**-1,149**	**-1,662**

Comparable operating result (EBIT)

The reconciliation of the comparable operating result to operating result is presented in the table below.

TEUR	4-6/2024	4-6/2023	1-6/2024	1-6/2023	1-12/2023
Operating result (EBIT)	**3**	**6,337**	**-244**	**6,246**	**-3,541**
Items affecting comparability					
BC / LS Retail business transfer agreement		-8,206		-8,599	-8,410
Non-recurring severance packages				154	509
Impairment					7,539
Costs incurred by the re-organization of operations					22
Product development activations				-1,560	-2,356
Product development related depreciations				1,032	1,663
Total items affecting comparability	**0**	**-8,413**	**0**	**-8,973**	**-1,034**
Comparable operating result (EBIT)	**3**	**-2,076**	**-244**	**-2,727**	**-4,575**

Calculation of the key figures

Equity ratio, %:

$$\frac{\text{Equity}}{\text{Balance sheet total - Advances received}} \times 100$$

Gearing, %:

$$\frac{\text{Interest bearing liabilities - Cash and cash equivalents}}{\text{Equity}} \times 100$$

Return on Equity (ROE), %:

$$\frac{\text{Result for the financial period (rolling 12 months)}}{\text{Equity (average for the period)}} \times 100$$

Return on investment (ROI), %:

$$\frac{\text{Result before taxes + Finance expenses (rolling 12 months)}}{\text{Balance sheet total - Interest free debt (average for the period)}} \times 100$$

Earnings per share:

$$\frac{\text{Result before taxes -/+ Minority interest}}{\text{Adjusted average basic number of shares}}$$

Diluted earnings per share:

$$\frac{\text{Result before taxes -/+ Minority interest}}{\text{Adjusted diluted average number of shares}}$$

Equity per share:

$$\frac{\text{Equity}}{\text{Number of shares}}$$

EBITDA:
Operating result + Depreciations and impairments

Net debt:
Interest bearing liabilities - Cash and cash equivalents

Share of recurring revenue of the total revenue of Utilities segment:

$$\frac{\text{Recurring revenue from own software / SaaS}}{\text{Total revenue of Utilities segment}}$$

Business combinations and divestments

There were no business combinations during the reporting period.

Business combinations in the financial year 2023

There were no business combinations during the reporting period 2023.

Sold businesses in the financial year 2023

On April 17, 2023, Solteq signed a business transfer agreement, whereby the Group's ERP business based on Microsoft Dynamics 365 Business Central and LS Retail solutions was sold to Azets Group.

The net debt-free purchase price of the business is a maximum of EUR 20,000 thousand. The fixed purchase price is EUR 15,000 thousand deducted by the net working capital of the business. EUR 12,000 thousand was paid upon the completion of the Transaction. The remainder of the fixed purchase price will be paid at the latest six (6) months after the completion of the Transaction. A possible additional purchase price is a maximum of EUR 5,000 thousand, and it shall be determined based on the revenue of the transferring business for a period of twelve (12) months from the first date of the month the Transaction has been completed. The purchase price is paid in cash. The company recognized a one-time profit of EUR 8,129 thousand (before tax effects) on the fixed purchase price in the second quarter. The net assets sold in the business transaction were EUR 5,247 thousand, consisting of the allocated goodwill of the business (EUR 5,904 thousand) and provisions for personnel costs related to transferred persons (EUR 657 thousand). In addition, the expenses related to the business transaction were approximately EUR 749 thousand.

The conditions for payment of the possible additional purchase price described above were not met and the additional purchase price was not paid.

The Transaction consists of expert and maintenance services as well as clientele related to Solteq's Microsoft Dynamics 365 Business Central and LS Retail ERP solutions. Following the transfer of the business, approximately 60 experts located in Finland, Sweden, Norway, and Denmark were transferred to Azets Group.

Financial reporting

Solteq Plc's financial information bulletins in 2024 have been scheduled as follows:

- Interim Report 1-9/2024 Thursday October 24, 2024, at 8.00 am

More investor information is available on Solteq's website at www.solteq.com.

Further information:

CEO Aarne Aktan
Tel: +358 40 342 4440
E-mail: aarne.aktan@solteq.com

CFO, General Counsel Mikko Sairanen
Tel: +358 50 567 3421
E-mail: mikko.sairanen@solteq.com

Distribution:

Nasdaq Helsinki
Key media
www.solteq.com