

# INTERIM REPORT

CLAVISTER HOLDING AB (PUBL)

JANUARY – MARCH 2023

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## SUMMARY OF PERIOD JANUARY - MARCH 2023

### Quarterly Key Highlights

- Annual recurring revenue (ARR) increased with 16 % and amounted to 109.4 MSEK.
- Adjusted OPEX decreased with 11 %.
- Positive and greatly improved EBITDA.

### FINANCIAL SUMMARY JANUARY – MARCH 2023

- Order Intake amounted to 34.7 (37.0) MSEK.
- Annual recurring revenue (ARR) amounted to 109.4 (94.4) MSEK.
- Net Sales amounted to 36.4 (32.6) MSEK. FX adjusted Net Sales amounted to 35.1 (32.1).
- Gross Profit amounted to 31.0 (27.7) MSEK, corresponding to a gross margin of 83.2 (81.9) %.
- EBITDA amounted to 0.6 (-5.4) MSEK.
- EBIT amounted to -9.9 (-15.1) MSEK.
- Net Profit amounted to -21 (-26.2) MSEK and earnings per share to -0.37 (-0.46) SEK.
- Cash and cash equivalents amounted to 46.7 (84.4) MSEK.

No material post-closing events have occurred.



The year began with a stable development of our base businesses, increased sales, reduced costs, and improved cash flow. We see more and larger business opportunities with various actors within the defense sector.



John Vestberg,  
President and CEO, Clavister

*Comparative figures are according to the published Annual Accounts of 2022. Numbers within parentheses refer to the corresponding period or date of last year, unless otherwise specified.*

*\*Change in net sales refers to FX adjusted net sales.*

## COMMENTS BY THE CEO

*The year began with a stable development of our base businesses, increased sales, reduced costs, and improved cash flow. We see more and larger business opportunities with various actors within the defense sector.*

### THE QUARTER IN SUMMARY

We enter 2023 with a quarter that essentially continues in the same manner as we ended 2022 – with increased sales, reduced operating costs, and improved cash flow.

Net sales grew by 12 % to 36 (33) MSEK, primarily driven by a stable development of our two base businesses – Next-Generation Firewall (NGFW) and Identity and Access Management (IAM) – and without any significant disruptive transactions in the quarter.

We have now had a longer continuous period where we have gradually accelerated our growth rate to current levels. This is, of course, a positive, very important, and also an expected development – mainly as a result of the extensive transformation work carried out in recent years. However, my assessment is that we still have not reached our full growth potential. We will continue to focus heavily on optimizing sales operations before we can be satisfied with our growth rate.

Our adjusted operating costs in the quarter decreased by 11 %, primarily driven by the cost optimizations we implemented in 2022, as well as some additional cost optimizations in 2023.

Adjusted EBITDA amounted to 2 (-5) MSEK, driven by higher gross margins and reduced operating costs.

Cash flow continued to improve. We demonstrated positive cash flow in the period from operating activities – and made clear progress towards the goal of achieving sustainable positive cash flow for Clavister. This is, of course, also an important component for long-term management of the debt side of our balance sheet.

### STABLE BASE BUSINESSES - WITH AN UPSIDE

Our base businesses – NGFW and IAM – showed stable development during the quarter, but I am convinced that we have good opportunities to further increase the growth rate in these businesses.

Among other things, we continue to optimize our channel sales through deeper relationships with key market players. An example of this is our enhanced collaboration with distributor Arrow ECS, where Clavister becomes a prioritized security provider in Arrow's operations. Another example is the establishment of a "Partner Success Management" team aimed at stimulating additional upselling through existing partners and customers and minimizing customer churn.

### INCREASED UNDERSTANDING OF NEED FOR CYBER DEFENCE

The geopolitical situation continues to drive increased defense material budget allocations unabated, and the understanding of the need for cyber defense as an important component in defense platforms is gradually maturing among both procurers and manufacturers.

Our offering to the defense sector typically consists of large deals with the potential to contribute significantly to our growth. These deals are also characterized by long-standing customer relationships that provide long-term upselling opportunities. However, the lead times from identified opportunities to customer contracts, deliveries, and cash flow are also long, often spanning several years.

Based on the investment we have made in the defense area in the past year, my assessment is that we will achieve success in a number of significant business opportunities during the year. We have a healthy pipeline of business opportunities with various actors and end customers in an increasing number of countries in Europe.

Deliveries to previously won defence projects continue according to plan.

### SLOWER DEVELOPMENT OF THE 5G BUSINESS

Our 5G business saw a slow development in the quarter, primarily driven by a cautious investment sentiment among the operators.

We have good engagement with the customer base we have won so far, which drives consulting revenues and creates a platform for additional license revenues.

### ANNUAL RECURRING REVENUE (ARR) AS METRIC

It has been a little over a year since we changed our business model and transitioned from a model with a large share of one-time revenues to a model predominantly based on recurring revenues.

With this report, we choose to introduce the key metric ARR (Annual Recurring Revenue) to provide a better understanding of how our recurring revenues are developing.

As of March 31, 2023, our ARR amounted to approximately 109 MSEK, representing an 16% increase compared to the same period the previous year.

We maintain order intake as a key metric but want to make it clear that the order intake will continue to fluctuate due to the nature of primarily defense-related transactions. For the period, the order intake amounted to 35 (37) MSEK.

### OUTLOOK

We expect an increase in sales growth in 2023 compared to 2022. We estimate that the growth can gradually increase to an average of 20 % for the years 2023 to 2025 (CAGR).

As a result of cost optimizations implemented, we expect to achieve lower levels of operating costs in 2023 compared to 2022, which, combined with increased sales volumes, will lead to a clear improvement in cash flow and positive EBITDA for the full year. Our ambition is to achieve positive operational cash flow in the second half of 2023.

I would like to thank all colleagues, resellers, customers, and shareholders for their commitment to building Clavister into a European leader in cybersecurity!

*John Vestberg, President and CEO  
Örnsköldsvik, Sweden, 10 May 2023*

## COMMENTS ON CLAVISTER'S INTERIM FINANCIAL STATEMENTS

### ORDER INTAKE

Total Order Intake for the quarter amounted to 34.7 (37.0) MSEK, a year-on-year decrease of 6.3 %.



The order book balance on 31 March 2023 amounted to 73.0 (87.3) MSEK. Deferred revenue from pre-paid contracts and prepaid consulting services amounted to 64.2 (63.1) MSEK on 31 December 2022, whereof 48.7 (43.5) MSEK will be recognized as revenue during the coming 12-month period.

### ANNUAL RECURRING REVENUE

Annual recurring revenue on 31 March 2023 amounted to 109.4 (94.4) MSEK, a year-on-year increase with 11 %. The increase is primarily explained by increased contract values and more won contracts over the last 12-month period. Annual recurring revenue on 31 December 2022 amounted to 105.6 MSEK.

### NET SALES

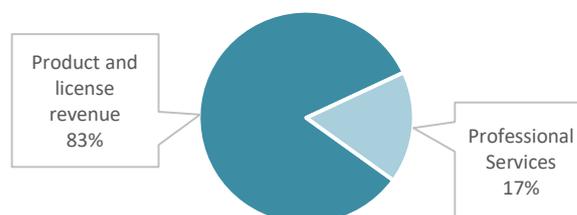
Net Sales for the quarter amounted to 36.4 (32.6) MSEK, a year-on-year increase of 11.7 %. Adjusted for currency effects Net Sales amounted to 35.1 (32.1) MSEK, an increase of 9.3 %.



### NET REVENUE BY TYPE

(TSEK)	2023 Jan - Mar	2022 Jan - Mar	Y/Y (%)	2022 Jan - Dec
Product and license revenue	30 219	27 255	11%	115 291
Professional services	6 169	5 387	15%	27 412
<b>Net Sales</b>	<b>36 388</b>	<b>32 642</b>	<b>11%</b>	<b>142 703</b>

### NET REVENUE BY TYPE



### GROSS MARGIN AND GROSS PROFIT

Gross margin amounted to 83.2 (81.9) %. The change in margin is primarily explained by nominal variations in product mix and effects from the 1 January 2023 price increase.



Gross profit for the quarter amounted to 31.0 (27.7) MSEK, an increase by 11.9 %.

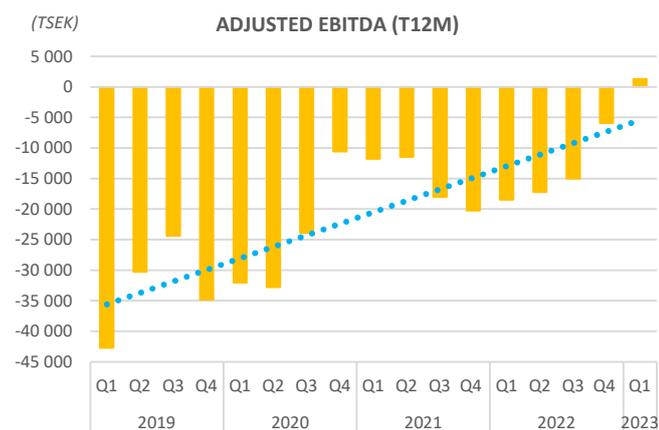
### OPERATING EXPENSES AND OPERATIONAL RESULT

Total operating expenses amounted to -40.0 (-43.4) MSEK. The quarter was impacted by non-recurring expenses of 1.4 (0.2) MSEK. Adjusted for non-recurring expenses operating expenses amounted to -38.6 (-43.2) MSEK.

Personnel expenses amounted to -26.4 (-33.6) MSEK. The first quarter was impacted by non-recurring expenses of 0 (-1.4) MSEK relating to restructuring of parts of the organisation.

Other external expenses amounted to -13.6 (-9.8) MSEK, whereof non-recurring expenses amounted to 1.4 (1.6) MSEK. Adjusted for non-recurring expenses other external expenses amounted to -12.2 (-8.2) MSEK. Other external expenses consist mainly of marketing, IT and communication and external consultants. The increase in other external expenses in the period mainly relates to increased expenses for temporary hired personnel for the purpose of strengthen delivery capacity primarily within software development and consulting services.

EBITDA amounted to 0.6 (-5.4) MSEK. Adjusted for non-recurring expenses EBITDA amounted to 2.0 (-5.2) MSEK.



Depreciation and amortization amounted to -10.5 (-9.6) MSEK, whereof -1.1 (-1.2) MSEK is attributed to IFRS 16.

EBIT amounted to -9.9 (-15.1) MSEK.

#### FINANCIAL NET

Financial income and expenses amounted to -11.1 (-11.1) MSEK, whereof currency revaluations for long-term liabilities -2.9 (-2.2) MSEK, costs for warrants and costs related to long-term liabilities -1.8 (-4.8) MSEK, and long-term interest to lenders -3.7 (-3.2) MSEK. These items are non-cash.

The Financial net consists of the following items impacting cash-flow; interest on factoring, short-term interest to lenders and interest income -2.2 (-0.7) MSEK, interest on leasing contracts under IFRS 16 -0.5 (-0.2) MSEK. The increase is explained by increased market interest rates as well as increased interest rates on the EIB loan.

#### RESULT AFTER TAXES

Result after taxes amounted to -21 (-26.2) MSEK.

#### INVESTMENTS IN INTANGIBLE ASSETS

Capitalized costs for development work amount to 9.7 (10.7) MSEK, whereof 9.5 (10.3) MSEK refers to capitalized hourly costs.

#### CAPITALIZED DEVELOPMENT

TSEK	2023	2022	0	2022
	Jan - Mar	Jan - Mar	(%)	Jan-Dec
Capitalization of development costs	9 689	10 735	-10%	36 394
Amortization of capitalized development costs	-8 842	-7 858	13%	-34 188
<b>Change in capitalization of development costs</b>	<b>847</b>	<b>2 877</b>		<b>2 206</b>

#### BALANCE SHEET AND FINANCIAL POSITION

##### Shareholders' Equity and Liabilities

Equity amounted to -184.6 (-80.0) MSEK. Negative group equity is not an issue from a Companies Act perspective. Equity for the parent company Clavister Holding AB amounted to 108.5 (185.2) MSEK.

##### Interest-bearing Liabilities

On 31 March 2023, interest-bearing liabilities amounted to 311.3 (273.4) MSEK, distributed between long-term liabilities of 228.7

(209.0) MSEK and short-term liabilities of 82.6 (64.4) MSEK. Most of the short-term interest-bearing liabilities relate to covid-19 related support of deferral of tax payment related to VAT and employer contributions.

#### Financial Net Debt

On 31 March 2023, the financial net debt amounted to -264.6 (-189.0) MSEK.

#### CASH-FLOW

Cash flow from operating activities amounted to 18.4 (46.6) MSEK. Cash flow from operating activities before working capital changes improved with 4.0 MSEK driven by improved profitability in the underlying business. Clavister has received deferral of tax payment in covid-19 support of 15.8 (50.2) MSEK.

Cash flow from investing activities amounted to -10.0 (-10.7) MSEK, whereof capitalization of development costs amounted to -9.7 (-10.7) MSEK.

Cash flow from financing activities amounted to -4.1 (-1.4) MSEK. The increase is primarily explained by the start of repayment to EIB on existing loans.

Change in cash position was 4.3 (34.5) MSEK. Cash balance amounted to 46.7 (84.4) MSEK on 31 March 2023.

#### IMPAIRMENT TESTING

No need for impairment has been identified during the first quarter of 2023.

#### MARKET

For market information, please refer to the latest annual report on Clavister's website.

#### PERSONNEL AND ORGANIZATION

On 31 March 2023, the number of full-time equivalent employees (FTE) amounted to 93 (132). Hired personnel corresponding to 16 (13) persons at the end of the period.

#### DISPUTES AND LITIGATIONS

During the latter part of 2022, a newly formed competing business, Fortified ID AB, began marketing security products in identity management that bore major similarities to those developed, owned, and provided by our subsidiary PhenixID AB over several years. The competing business is headed by former employees of our subsidiary PhenixID AB. The group has reason to believe that the competing business's product range is based on intellectual property rights owned by PhenixID AB. As a result, legal action has been taken. For further information regarding the dispute, refer to the 2022 annual report.

#### TRANSACTIONS WITH RELATED PARTIES

No significant business transactions between related parties and Clavister have occurred during the reporting period.

#### RISKS AND UNCERTAINTIES

Kindly see the Annual Report 2022 and the homepage, where an extensive summary is provided of risks and uncertainties in the business that could significantly affect the results and share performance.

Clavister's cash and bank balances as of 31 March 2023 amounts to 46.7 MSEK and short-term receivables amounts to 46 MSEK. The

Group's access to liquidity, in a short-term perspective, is assessed as good.

For the coming 12-month period the access to financing is secured because of lowered operating expenses, earlier renegotiated amortization terms with EIB and approved deferral of taxes.

Ongoing, and already realized reductions in expenses have a positive effect on the long-term cash flow. The Board of Directors and Management are pursuing several activities to secure long-term financing of the company.

#### **MATERIAL POST-CLOSING EVENTS**

No material post-closing events have occurred.

#### **AMBITIONS AND PLANNING ASSUMPTIONS**

We expect an increase in sales growth in 2023 compared to 2022. We believe that the growth can gradually increase to an average of 20% for the years 2023 through 2025 (CAGR).

As a result of the cost optimizations carried out, we expect to reach a lower level of operating costs in 2023 compared to 2022, which, in combination with increased sales volumes, will lead to a significant improvement in cash flow and positive EBITDA for the year. Our ambition is to achieve a positive operational cash flow in the second half of 2023.

Clavister's long-term ambition is to provide industry-leading profitability and Free Cash Flow.

## CONDENSED CONSOLIDATED INCOME STATEMENT

(TSEK)	2023	2022	2022
	Jan - Mar	Jan - Mar	Jan - Dec
Net sales	36 388	32 642	142 703
Other revenue	897	1 193	6 704
<b>Total revenue</b>	<b>37 285</b>	<b>33 835</b>	<b>149 407</b>
COGS	-6 253	-6 110	-27 739
<b>Gross profit</b>	<b>31 032</b>	<b>27 725</b>	<b>121 667</b>
Cap. Dev. Expenses	9 490	10 289	35 001
Staff costs	-26 384	-33 629	-123 829
Other external costs	-13 588	-9 811	-43 211
<b>EBITDA</b>	<b>550</b>	<b>-5 426</b>	<b>-10 371</b>
Depreciation and amortization	-10 455	-9 635	-41 021
<b>EBIT</b>	<b>-9 905</b>	<b>-15 061</b>	<b>-51 392</b>
Financial items	-11 148	-11 129	-61 127
<b>Result after financial items</b>	<b>-21 053</b>	<b>-26 190</b>	<b>-112 519</b>
Taxes	0	0	-309
<b>Net profit - loss</b>	<b>-21 053</b>	<b>-26 190</b>	<b>-112 828</b>
<i>Average number of shares before dilution</i>	<i>56 530 354</i>	<i>56 530 354</i>	<i>56 530 354</i>
<i>Average number of shares after dilution</i>	<i>64 819 401</i>	<i>62 368 907</i>	<i>63 594 154</i>
<i>Earnings per share before dilution, SEK</i>	<i>-0.37</i>	<i>-0.46</i>	<i>-2.00</i>
<i>Earnings per share after dilution, SEK</i>	<i>-0.37</i>	<i>-0.46</i>	<i>-2.00</i>
<b>Net profit relating to Shareholders of the Parent Company</b>	<b>-21 053</b>	<b>-26 190</b>	<b>-112 828</b>
<i>Total results of the Group:</i>			
Net profit (loss) end of the period	-21 053	-26 190	-112 828
Other profit	-38	-40	62
<b>Net profit (loss)</b>	<b>-21 091</b>	<b>-26 230</b>	<b>-112 766</b>

## CONDENSED CONSOLIDATED BALANCE SHEET

<i>(TSEK)</i>	2023-03-31	2022-03-31	2022-12-31
<b>Assets</b>			
<b>Non-current assets</b>			
Goodwill	66 697	66 697	66 697
Intangible assets	111 275	113 547	110 979
Property, Plant & Equipment	300	0	0
Right of use assets	2 847	6 200	3 870
Deferred tax asset	479	230	0
Other long-term receivables	1 358	365	1 140
<b>Total non-current assets</b>	<b>182 956</b>	<b>187 039</b>	<b>182 687</b>
<b>Current assets</b>			
Inventories	13 776	7 464	13 520
Current receivables	46 018	39 184	52 534
Cash and bank balances	46 693	84 428	42 412
<b>Total current assets</b>	<b>106 487</b>	<b>131 076</b>	<b>108 467</b>
<b>Total assets</b>	<b>289 443</b>	<b>318 115</b>	<b>291 153</b>
<b>Equity and liabilities</b>			
<b>Equity</b>			
Equity	-184 626	-79 952	-163 536
<b>Total equity</b>	<b>-184 626</b>	<b>-79 952</b>	<b>-163 536</b>
<b>Liabilities</b>			
<b>Long-term liabilities</b>			
Convertible debentures	8 641	0	8 523
Liabilities to credit institutions	278 716	232 597	274 751
Lease liabilities	171	3 389	179
Deferred tax liabilities	383	104	383
Other long-term liabilities	0	0	55 033
<b>Total long-term liabilities</b>	<b>287 911</b>	<b>236 090</b>	<b>338 869</b>
<b>Current liabilities</b>			
Convertible debentures	0	9 891	0
Liabilities to credit institutions	2 819	0	5 564
Lease liabilities	2 714	4 052	3 830
Accounts payable	13 608	5 207	10 234
Other liabilities	81 495	57 122	9 336
Deferred revenues	64 162	63 097	64 376
Accrued expenses and deferred income	21 361	22 609	22 480
<b>Total current liabilities</b>	<b>186 159</b>	<b>161 977</b>	<b>115 820</b>
<b>Total liabilities</b>	<b>474 069</b>	<b>398 067</b>	<b>454 689</b>
<b>Total equity and liabilities</b>	<b>289 443</b>	<b>318 115</b>	<b>291 153</b>

## CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

(TSEK)	2023	2022	2022
	Jan - Mar	Jan - Mar	Jan - Dec
<b>Equity, beginning of period</b>	<b>-163 535</b>	<b>-53 722</b>	<b>-53 722</b>
Non-registered issue	0	0	3
Share-based compensation	0	0	1 093
Equity component at convertible loan	0	0	1 858
Other total income for the period	-38	-40	62
<b>Result for the period</b>	<b>-21 053</b>	<b>-26 190</b>	<b>-112 831</b>
<b>Equity, end of period</b>	<b>-184 626</b>	<b>-79 952</b>	<b>-163 535</b>

## CONDENSED CONSOLIDATED CASH FLOW STATEMENT

(TSEK)	2023	2022	2022
	Jan - Mar	Jan - Mar	Jan - Dec
<b>Profit (loss) before taxes</b>	<b>-21 053</b>	<b>-26 190</b>	<b>-112 523</b>
Reversal of depreciation and write-downs	10 455	9 635	40 407
Other adjustments for non-cash items, etc *	8 720	10 172	55 190
Paid taxes	-456	34	-310
<b>Cash flow from operating activities before working capital changes</b>	<b>-2 334</b>	<b>-6 349</b>	<b>-17 236</b>
Changes in inventories	-256	-1 574	-7 630
Changes in operating receivables	6 621	10 017	-458
Changes in operating liabilities	14 326	44 530	627
<b>Cash flow from operating activities</b>	<b>18 357</b>	<b>46 624</b>	<b>-24 697</b>
Acquisition of Property, Plant and Equipment	-300	0	0
Investment of capitalized development work	-9 689	-10 735	-36 393
Other acquisition of financial fixed assets	0	54	-719
<b>Cash flow from investing activities</b>	<b>-9 988</b>	<b>-10 681</b>	<b>-37 112</b>
Borrowings	-2 745	0	59 122
Amortization of leasing liabilities	-1 125	-1 401	-4 790
New share issue, incl transaction cost	0	0	3
Other changes in financing activities	-218	0	0
<b>Cash flow from financing activities</b>	<b>-4 088</b>	<b>-1 401</b>	<b>54 334</b>
<b>Change in Cash Position</b>	<b>4 280</b>	<b>34 542</b>	<b>-7 474</b>
Cash, beginning of period	42 412	49 886	49 886
<b>Cash, end of period</b>	<b>46 693</b>	<b>84 428</b>	<b>42 412</b>

\* "Other adjustments for non-cash items, etc " consist of exchange rate gains/loss for loans in other currencies, capitalized expenses associated with loans and interest convertible loans.

## CONDENSED INCOME STATEMENT FOR PARENT COMPANY CLAVISTER HOLDING AB

(TSEK)	2023	2022	2022
	Jan - Mar	Jan - Mar	Jan - Dec
Net sales	2 251	1 500	6 003
Other Revenue	0	2	0
<b>Total revenue</b>	<b>2 251</b>	<b>1 502</b>	<b>6 003</b>
Staff costs	-3 880	-2 247	-13 271
Other external costs	-1 925	-1 218	-3 919
<b>EBITDA</b>	<b>-3 554</b>	<b>-1 963</b>	<b>-11 187</b>
Write-down of shares in subsidiaries	0	0	0
Financial items	-309	-167	-974
<b>Result after financial items</b>	<b>-3 863</b>	<b>-2 130</b>	<b>-12 161</b>
Group contribution paid	0	0	-65 500
Taxes	0	0	-279
<b>Net result</b>	<b>-3 863</b>	<b>-2 130</b>	<b>-77 940</b>

## CONDENSED BALANCE SHEET FOR PARENT COMPANY CLAVISTER HOLDING AB

<i>(TSEK)</i>	2023-03-31	2022-03-31	2022-12-31
<b>Assets</b>			
<b>Fixed assets</b>			
Shares in group companies	414 174	400 082	414 174
Receivables from group companies	2 550	0	1 550
<b>Total fixed assets</b>	<b>416 724</b>	<b>400 082</b>	<b>415 724</b>
<b>Current assets</b>			
Current receivables	312	312	374
Cash and bank balances	2 760	13 838	4 361
<b>Total current assets</b>	<b>3 071</b>	<b>14 150</b>	<b>4 734</b>
<b>Total assets</b>	<b>419 796</b>	<b>414 232</b>	<b>420 459</b>
<b>Equity and liabilities</b>			
<b>Equity</b>			
Equity	108 500	185 219	112 363
<b>Total equity</b>	<b>108 500</b>	<b>185 219</b>	<b>112 363</b>
<b>Liabilities</b>			
<b>Long-term liabilities</b>			
Convertible debentures	8 641	0	8 523
Liabilities to Group companies	291 462	199 462	291 462
Deferred tax	383	104	383
Other long-term liabilities	0	0	4 283
<b>Total long-term liabilities</b>	<b>300 487</b>	<b>199 566</b>	<b>304 651</b>
<b>Current liabilities</b>			
Liabilities to Group companies	0	11 950	0
Convertible debentures	0	9 891	0
Accounts payable	732	226	454
Other liabilities	7 613	4 536	963
Accrued expenses and deferred income	2 463	2 844	2 027
<b>Total current liabilities</b>	<b>10 809</b>	<b>29 447</b>	<b>3 445</b>
<b>Total liabilities</b>	<b>311 295</b>	<b>229 013</b>	<b>308 096</b>
<b>Total equity and liabilities</b>	<b>419 796</b>	<b>414 232</b>	<b>420 459</b>

## NOTES

### NOTE 1 ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with the International Financial Reporting Standards (IFRS), as issued by the International Accounting Standards Board (IASB) and interpretations of the IFRS Interpretations Committee (IFRS IC) as adopted by European Union (EU).

This report has been prepared in accordance with IAS 34, Interim Financial Reporting, ÅRL (the Swedish Annual Accounts Act) and RFR 2, Accounting for legal entities, issued by the Swedish Financial Reporting Board. The same accounting principles and methods of computation are followed in this interim financial statement, as in the most recent annual financial statements 2021.

### NOTE 2 SEGMENT REPORTING

A business segment is a part of the Group which operates independently and can generate revenue and incur costs and the operating result is reviewed by the Group's chief operating decisionmaker and for which there is separate and individual financial information available.

Management reviews the Group's business performance from a net sales perspective, totally and broken down into separate geographical markets. Costs are not reviewed on a geographical market instead from a total and functional cost base breakdown. Management reviews the Group's operating result as a whole and therefore the Group is considered to be a segment in the interim report.

### NOTE 3 SHAREHOLDERS AND SHARES

The share capital amounts to 5,653,035 SEK, with a par value of 0.1 SEK per share. Clavister Holding's shares are listed on Nasdaq First North. There is only one type of share in existence. Each share represents one vote at the General Meeting. On 31 December 2022, the number of shareholders amounted to 5,219 and the number of registered shares was 56,530,354.

	Number of shares	% of total number of shares
<b>THE 10 LARGEST SHAREHOLDERS*</b>	<b>2023-03-31</b>	
Per Anders Bendt	8 375 590	14.8%
Avanza Pension	4 551 835	8.1%
ÖstVäst Capital Management	3 395 536	6.0%
Staffan Dahlström	2 521 589	4.5%
Nordnet Pension Insurance	2 239 734	4.0%
Swedbank Insurance	2 127 164	3.8%
Stena	1 756 462	3.1%
Tagehus Holding AB	1 180 000	2.1%
B Sjögren i Halmstad Förvaltnings	1 050 000	1.9%
Niclas Uppfeldt	913 119	1.6%
Other Shareholders	28 419 325	50.3%

#### Shares registered under the Companies Registration Office as of 2023-03-31

**56 530 354 100.0%**

Additional shares potentially issued in 2023 through 2038, due to warrants and convertible loan

8 289 047

#### Number of shares after full dilution

**64 819 401**

\*Source: Modular Finance AB. Compiled and processed data from various sources, including Euroclear, Morningstar and the Swedish Financial Supervisory Authority (Finansinspektionen).

### NOTE 4 SHARE-RELATED PROGRAMS (WARRANTS) AND CONVERTIBLE LOAN

#### WARRANTS

There are two current incentive programs addressed to personnel with a total of 2,730,000 warrants. These warrants mature in 2024 and 2025. Pricing is based on the Black & Scholes option-pricing model. Payment of the warrant options has been made in accordance with the extrapolated price according to the Black & Scholes model and has therefore not affected the Group's Income statement by any charges.

There are additionally five warrant programs with a total amount of warrants of 3,776,719 related to loan financing. 19,801 warrants mature in 2026, 1,770,079 warrants mature in 2037 and 1,986,635 warrants mature in 2038.

Holders of warrants will be entitled to subscribe for one new share in the company for each warrant. The total number of issued warrants amounts to 6,506,515.

Warrants	Number issued	Redeemed/ Due	Open	Share Price, SEK
TO 2016-2026	19 801	0	19 801	0.10
TO 2017 - 2037	1 770 079	0	1 770 079	0.10
TO 2018 - 2038-04-30	36 703	0	36 703	0.10
TO 2021 - 2024-06-30	2 100 000	0	2 100 000	15.93
TO 2020 - 2038-04-30	101 805	0	101 805	0.10
TO 2021 - 2038-04-30	1 605 331	0	1 605 331	0.10
TO 2022 - 2025-06-30	630 000	0	630 000	10.95
	<b>6 506 515</b>	<b>0</b>	<b>6 506 515</b>	

#### CONVERTIBLE LOAN

The issued convertible loan amounts to 10 MSEK and matures on May 31, 2027, with a conversion price of 5.61 SEK. At potential conversion there will be an additional 1,782,532 shares. The interest rate is based on STIBOR 90 +2.5%.

Convertible loan	Number issued	Redeemed/ Due	Open	Share Price, SEK
Convertible loan				
2027-05-31	1 782 532	0	1 782 532	5.61
<b>Total</b>	<b>1 782 532</b>	<b>0</b>	<b>1 782 532</b>	<b>5.61</b>

**NOT 5 KEY DATA AND FIGURE**

TSEK	2023	2022	2022
	Jan - Mar	Jan - Mar	Jan - Dec
Net sales (TSEK)	36 388	32 642	142 703
Total revenue (TSEK)	37 285	33 835	149 407
Gross profit (TSEK)	31 032	27 725	121 667
Gross margin (%)	85.3%	85%	85.7%
EBITDA (TSEK)	550	-5 426	-10 989
Operating profit (TSEK)	-9 905	-15 061	-51 396
Net profit (loss) (TSEK)	-21 053	-26 190	-112 832
Earnings per share (SEK) before dilution	-0.37	-0.46	-2.00
Earnings per share (SEK) after dilution	-0.37	-0.46	-2.00
Price per earnings (SEK)	N/A	N/A	-1.47
Equity per share	-3.27	-1.41	-2.89
Number of shares before dilution at the end of the period	56 530 354	56 530 354	56 530 354
Number of shares after dilution at the end of the period	64 819 401	62 368 907	64 819 401
Average number of shares before dilution	56 530 354	56 530 354	56 530 354
Average number of shares after dilution	64 819 401	62 368 907	63 594 154
Number of employees at the end of period (FTE)	93	132	108
Average number of employees (FTE)	101	133	121
Number of employees and external resources at end of period	109	145	129
Equity/assets ratio (%)	Negative	Negative	Negative
Quick ratio (%)	50%	76%	82%
Net debt (-), Net cash (+) (TSEK)	-264 567	-188 988	-253 861

**NOTE 6 PLEDGED ASSETS**

<b>GROUP</b>			
<i>(TSEK)</i>	<b>2023-03-31</b>	<b>2022-03-31</b>	<b>2022-12-31</b>
Pledged accounts receivable	3 319	1 782	3 617
Other pledged assets	1 121	121	121
<b>Total</b>	<b>4 439</b>	<b>51 903</b>	<b>3 738</b>

**PARENT COMPANY**

<i>(TSEK)</i>	<b>2023-03-31</b>	<b>2022-03-31</b>	<b>2022-12-31</b>
No Pledged assets	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

**NOTE 7 CONTINGENT LIABILITIES**

<b>GROUP</b>			
<i>(TSEK)</i>	<b>2023-03-31</b>	<b>2022-03-31</b>	<b>2022-12-31</b>
No Contingent liabilities	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

**PARENT COMPANY**

<i>(TSEK)</i>	<b>2023-03-31</b>	<b>2022-03-31</b>	<b>2022-12-31</b>
No Contingent liabilities	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

**NOTE 8 ALTERNATIVE PERFORMANCE MEASURES**

Clavister uses various key figures, including alternative performance measures (APMs), for internal analysis purposes and for external communication of the operations' results, performance, and financial position.

The aim of these APMs is to illustrate the performance measures tailored to operations that, in addition to the other key figures, enable various stakeholders to more accurately assess and value Clavister's historical, current, and future performance and position.

**ALTERNATIVE PERFORMANCE MEASURES**

<i>(TSEK)</i>	<b>2023</b>	<b>2022</b>	<b>2022</b>
	<b>Jan - Mar</b>	<b>Jan - Mar</b>	<b>Jan - Dec</b>
Order intake	34 679	37 002	121 194
Annual recurring revenue (ARR)	109 373	94 377	105 561

**NOTE 9 DEFINITIONS**

**Adjusted EBITDA** – EBITDA adjusted for costs affecting comparability.

**Annual recurring revenue (ARR)** – Total sum of the annual value of all active licenses as per the quarter end date.

**Order Intake** – Total net sum of all legally binding customer orders in the period together with the net sum of all contract renewals in the period.

**Contract renewals** – Total net sum of renewals of existing license agreements in the period.

**Order book balance** – The net value of orders recorded and not recognized as revenue. Recording of orders is only done for orders that meet certain criteria and the order book balance is monitored continuously. Revenue is recognized in accordance with the revenue recognition principles (as described in the annual report 2021). Adjustments of the net order book value may occur from time to time due to for instance currency fluctuations, cancellations, or other minor adjustments of previously recorded orders.

**Cash OPEX** – Operational expenditures, including capitalized R&D, with a cash-flow impact.

**TCV (Total contract Value)** – The entire revenue generated by one single customer contract.

**LTV (Life-time Value)** – The total value of a customer contract during the total lifespan of the contract.

## SHAREHOLDER INFORMATION

### ABOUT CLAVISTER

Clavister is a leading European cybersecurity vendor with over 20 years of experience. Seated in Sweden, the company delivers to Communication Service Providers, Governments, Enterprises and Managed security service providers (MSSPs).

### FINANCIAL CALENDER

Clavister intends to distribute financial reports on the dates below:

EVENT	Date
Annual General Meeting	May 15, 2023
Interim report April - June 2023	August 24, 2023
Interim report July – September 2023	November 9, 2023

Financial reports, press releases, and other business information is available from the date of publication on Clavister's website.

### INVESTOR RELATIONS

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### THE SHARE

Exchange: Nasdaq First North  
 Symbol: CLAV  
 ISIN-code: SE0005308558

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Any forward-looking statements in this report are based on Clavister's best assessment at the time of the report. Actual result may materially differ. Clavister does not publish any forecasts.

The CEO ensures that the interim report gives a true and fair view of the Group's and the Parent Company's business, position and results and describes significant risks and uncertainties faced by the company and the companies included in the Group.

This interim report has not been subject to review by the Company's auditor.

Örnsköldsvik, Sweden, 10<sup>th</sup> of May 2023

John Vestberg  
 CEO and President