

Impala Bidco Ltd

Unaudited Financial Statements
Period: Q2 2025

Overview

Impero (d/b/a Ativion) is a global cybersecurity provider of cloud-based, on-premise and hybrid, wellbeing and learner monitoring SaaS and filtering solutions into the education and corporate marketplaces. Designed to protect and save children in the school environment, as well as to improve the delivery of education and technology throughout a school, Impero's products can be purchased standalone or combined to meet the customer's needs. These solutions enable schools to keep students safe in an increasingly threatening world, improve the teaching environment and maximize efficiency for school network managers. The product suite, and its benefits, segue into the corporate market with ease, providing security features which exceed even the most stringent security and compliance standards. IT and HR managers can utilise the solution to great effect, whether monitoring and supporting employees with wellness or managing hardware.

Impero (d/b/a Ativion) is headquartered in Nottingham (UK) with offices in Anaheim and Portland (USA), Canberra (Australia), Bucharest (Romania) and Copenhagen (Denmark).

The Group is one of the leading players in UK secondary schools, serving more than 1,400 secondary schools across the country, and has a significant footprint in the US. Globally, Impero has approximately 6,500 customers in 110 different countries and the software is used by c.2,500 School Districts and some of the Fortune 100 companies.

Impero (d/b/a Ativion) was founded in 2002 to provide network management software to IT technicians in schools and has since been dedicated to solving complex problems with simple solutions for educational establishments across the globe. From 2015, Impero (d/b/a Ativion) evolved its product set to include classroom management and online safety monitoring software solutions.

In recent years, Impero has been strengthening its footprint in the US. In 2018, Impero (d/b/a Ativion) acquired Safeguarding Monitor, a developer of applications to help schools, colleges and multi-academy trusts meet their safeguarding responsibilities. On February 4th, 2021, Impero (d/b/a Ativion) completed the acquisition of Netop, creating additional whitespace opportunities and providing a strong foothold in the corporate sector, primarily in financial services and retail. In January 2022, Impero (d/b/a Ativion) acquired ContentKeeper, again creating additional whitespace opportunities, strengthening the US footprint, and securing a best-in-class web filtering solution.

The Highlights

1. The Revenue mix of recurring versus non-recurring revenue in Q2 2025 is composed of 93% compared to 89% in Q2 2024.
2. Ativion ended Q2 2025 with bookings totalling £2.9m ACV. Q2 2025 bookings were comprised of 84% recurring products and 16% non-recurring.
3. In August 2025 a £1.5m subordinated loan was provided to the group from our existing shareholders with interest accruing on a PIK basis, increasing the cash in the business available for investment in product development

The Financials

1. Q2 2025 Financial Commentary

- Total trading revenue for Q2 2025 has decreased by 14% year-on-year, from £5.25m to £4.55m. Total recurring revenue for Q2 2025 declined 10% from £4.78m to £4.30m, while total non-recurring revenue for Q2 2025 declined £0.3m (49%) compared to Q2 2024.
- Gross margins for Q2 2025 came in at 79% compared to 79% in Q2 2024. Cost of Sales for Q2 2025 ended at £0.96m compared to £1.1m in Q2 2024.
- Administrative expenses in Q2 2025 came in lower compared to Q2 2024 with total administrative expenses for Q2 2025 ending at £3.89m compared to £4.37m in Q2 2024.
- Adjusted EBITDA for Q2 2025 is negative £0.24m compared to negative £0.06m for Q2 2024. This year-on-year change is primarily driven by a decrease in trading revenue.
- Exceptional costs decreased 31% from Q2 2025 to £0.32m compared to £0.55m in Q2 2024.
- Finance costs increased 39% in Q2 2025 to £1.94m compared to £1.40m in Q2 2024.

2. Consolidated Income Statement (Unaudited IFRS)

	Q2 2025 £'000	Q2 2024 £'000	TTM Jun-25 £'000
Revenue	4,546	5,250	19,843
Cost of sales	(964)	(1,099)	(3,603)
Gross profit	3,582	4,151	16,240
Administrative expenses	(3,888)	(4,366)	(16,189)
Exceptional costs	(383)	(554)	(1,680)
Ebitda	(689)	(769)	(1,629)
Depreciation & amortisation	(916)	(2,079)	(6,277)
Finance costs	(1,945)	(1,396)	(6,248)
Exchange rate variance	(4,416)	(100)	(6,741)
Loss before tax	(7,966)	(4,344)	(20,895)
Tax	(2)	(1)	(4)
Loss after tax	(7,968)	(4,345)	(20,899)

Revenue			
Revenue	4,546	5,250	19,843
Reversal of unwind of deferred revenue haircut*	65	151	323
Trading revenue**	4,611	5,401	20,166
Recurring revenue	4,296	4,785	19,730
Non-recurring revenue	316	616	1,226
Total	4,611	5,401	20,955

Ebitda to adjusted ebitda bridge			
Ebitda	(689)	(769)	(1,629)
Exceptionals	383	554	1,680
Reversal of unwind of deferred revenue haircut*	65	151	323
Adjusted Ebitda***	(241)	(64)	374

*Deferred revenue haircut

Deferred revenue haircut is the fair value adjustment required to be recognised when accounting for business combinations under IFRS3, to discount the book value of deferred revenue acquired to remove the profit element relating to sales and marketing effort performed prior to the business combination, leaving an amount reflecting the fair valuation of the delivery element only.

**Trading revenue

Trading revenue is calculated as reported revenue excluding the impact of deferred revenue haircut. This reflects the revenue that would be recognised in accordance with accounting standards had the acquired entity always been a part of the group and is the reflective continuing revenue of the combined group on a normalised basis.

***Adjusted EBITDA

Adjusted EBITDA is calculated as Earnings before net finance cost, tax, depreciation and amortisation, impairment, loss on disposal of assets, foreign exchange gain or loss, exceptional items and deferred revenue haircut.

Adjusted pro-forma EBITDA

Adjusted pro-forma EBITDA is calculated as adjusted EBITDA plus the impact of cost saving initiatives in the period as if they were in effect for the full period

3. Consolidated Statement of Financial Position (Unaudited IFRS)

	Jun-25 £'000	Dec-24 £'000	Jun-24 £'000
Non-current assets			
Intangible assets	96,713	96,639	98,186
Property, plant and equipment	1,180	1,552	2,411
	<u>97,894</u>	<u>98,191</u>	<u>100,597</u>
Current assets			
Inventories	1,247	1,578	1,895
Trade and other receivables	5,187	5,528	6,292
Cash and cash equivalents	882	2,983	3,530
	<u>7,316</u>	<u>10,089</u>	<u>11,717</u>
Current liabilities			
Trade and other payables	(6,390)	(5,181)	(6,477)
Contract liabilities ST	(9,824)	(11,782)	(12,490)
Lease liabilities ST	(147)	(339)	(459)
	<u>(16,362)</u>	<u>(17,302)</u>	<u>(19,427)</u>
Non-current liabilities			
Contract liabilities LT	(4,026)	(4,523)	(6,401)
Lease liabilities LT	(321)	(673)	(494)
Bond principal	(34,563)	(27,064)	(27,832)
Other loans	(17,984)	(15,490)	(11,308)
Accrued interest	(9,568)	(6,156)	(3,422)
Loan arrangement fees	-	-	117
Deferred tax liabilities	(10,081)	(11,048)	(11,853)
	<u>(76,543)</u>	<u>(64,952)</u>	<u>(61,194)</u>
Net assets	<u>12,304</u>	<u>26,026</u>	<u>31,694</u>
Equity			
Share capital	2,235	2,235	2,257
Share premium	41,919	41,919	41,920
Retained earnings	(31,850)	(18,129)	(12,483)
Total equity	<u>12,304</u>	<u>26,026</u>	<u>31,694</u>

- Year-on-year, trade and other receivables declined £1.1m from Q1 2024 to Q1 2025.
- Cash decreased year-on-year by £2.65m from Q2 2024 to Q2 2025 with £5.75m of financing, offset by £6.49m of outflows from operational and investing activities, primarily driven by the movement in working capital.
- Other loans – in addition to the April 2023 working capital facility agreement totaling SEK 25m SEK (c.USD 2.5m), July 2023 USD 2.5m shareholder loan, the February 2024 £5m loan provided by Impala Holdings Limited, the June 2024 £2.36m loan provided by Impala Holdings Limited, and the November 2024 £2.31m loan provided by Impala Holdings Limited, a loan of £1.59m was provided by Impala Holdings Limited in December 2024, a loan of £1.85m was provided by existing shareholders in January 2025, a loan of £1.5m was provided by existing shareholders in August 2025, and is subordinated to the existing SEK bonds and is only redeemable after the SEK bonds are fully discharged. The loan accrues interest accruing towards the ending debt balance (PIK interest).

4. Consolidated Cashflow Statement (Unaudited)

	Q2 2025 £'000	Q2 2024 £'000	TTM Jun-25 £'000
Ebitda	(689)	(769)	(1,629)
Movement in WC	(919)	(1,866)	(4,239)
Tax receipts/(payments)	(128)	(17)	(60)
Lease payments	(119)	(107)	(559)
Operational cashflow	(1,854)	(2,759)	(6,488)
Investing			
Purchase of tangibles/intangibles	58	(299)	(2,109)
Acquisition of subsidiary net of cash	-	-	-
	58	(299)	(2,109)
Financing			
Loans drawn/(repaid)	-	2,358	5,748
Cash on merger	-	-	-
(Deferred consideration)/Capital raised	-	22	2
Interest paid	0	-	2
	0	2,380	5,753
Opening	2,613	4,084	3,530
Cashflow	(1,796)	(678)	(2,844)
Closing	817	3,530	817

5. Accounting Policies and Notes to the Financial Statements

Impala Bidco Ltd is registered and incorporated in the United Kingdom. The registered office is Seventh Floor, East West, Tollhouse Hill, Nottingham, NG1 5FS. The Group consists of Impala Bidco Ltd (the “parent company”) and all its subsidiaries, of which Impala Bondco plc is one. The operations of the Group comprise of the development and provision of software to provide safe learning environments for learners globally.

These financial statements are prepared in alignment with International Financial Reporting Standards (“IFRS”) in conformity with the requirements of the Companies Act 2006.

Company Information

Name: Impala Bidco Ltd

Address: Seventh Floor, East West
Tollhouse Hill
Nottingham
NG1 5FS
United Kingdom

Company Registration Number: 10878303

Financial Year: January 1 – December 31

Website: www.imperosoftware.com

Board of Directors: Gilbert Kamieniecky
Paul Kagan