

# Impala Bidco Ltd

Unaudited Financial Statements  
Period: Q1 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 50 percent 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 4<sup>th</sup>, 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 Q1 2025 is composed of 98% compared to 90% in Q1 2024.
2. Ativion ended Q1 2025 with bookings totalling £2.7m ACV. Q1 2025 bookings were comprised of 88% recurring products and 12% non-recurring.
3. In January 2025 a £1.85m 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. Q1 2025 Financial Commentary

- Total trading revenue for Q1 2025 has decreased by 1% year-on-year, from £5.01m to £4.95m. Total recurring revenue for Q1 2025 increased 7% from £4.51m to £4.84m, while total non-recurring revenue for Q1 2025 declined £0.4m (78%) compared to Q1 2024 as expected due to strategic initiatives undertaken by management to improve the value proposition and conversion of perpetual to subscription-based.
- Gross margins for Q1 2025 came in at 83% compared to 79% in Q1 2024. Cost of Sales for Q1 2025 ended at £0.84m compared to £1.0m in Q1 2024.
- Administrative expenses increased in Q1 2025 came in higher compared to Q1 2024. with total administrative expenses for Q1 2025 ending at £4.50m compared to £3.91m in Q1 2024.
- Adjusted EBITDA for Q1 2025 is negative £0.39m compared to positive £0.09m for Q1 2024. This year-on-year change is primarily driven by an increase in admin expenses.
- Exceptional costs increased 118% from Q1 2025 to £0.43m compared to £0.20m in Q1 2024.
- Finance costs increased 58% in Q1 2025 to £1.82m compared to £1.16m in Q1 2024.
- Unrealised exchange rate impact on financials shifted to negative £3.49m in Q1 2025 compared to positive £1.62m in Q1 2024 due to macroeconomic impacts of foreign exchange rates.

## 2. Consolidated Income Statement (Unaudited IFRS)

### Consolidated Income Statement (Unaudited IFRS)

	Q1 2025 £'000	Q1 2024 £'000	TTM Mar-25 £'000
Revenue	4,875	4,834	20,546
Cost of sales	(841)	(1,002)	(3,738)
Gross profit	4,034	3,832	16,808
Administrative expenses	(4,500)	(3,915)	(16,667)
Exceptional costs	(431)	(198)	(1,851)
Ebitda	(897)	(281)	(1,710)
Depreciation & amortisation	(1,469)	(2,154)	(7,441)
Finance costs	(1,823)	(1,157)	(5,698)
Exchange rate variance	(3,496)	1,627	(2,425)
Loss before tax	(7,685)	(1,965)	(17,274)
Tax	(0)	-	(2)
Loss after tax	(7,685)	(1,965)	(17,276)

<b>Revenue</b>			
Revenue	4,875	4,834	20,546
Reversal of unwind of deferred revenue haircut*	77	175	409
<b>Trading revenue**</b>	<b>4,952</b>	<b>5,009</b>	<b>20,955</b>
Recurring revenue	4,843	4,507	19,730
Non-recurring revenue	109	502	1,226
<b>Total</b>	<b>4,952</b>	<b>5,009</b>	<b>20,955</b>

<b>Ebitda to adjusted ebitda bridge</b>			
Ebitda	(897)	(281)	(1,710)
Exceptionals	431	198	1,851
Reversal of unwind of deferred revenue haircut*	77	175	409
<b>Adjusted Ebitda***</b>	<b>(389)</b>	<b>92</b>	<b>550</b>

#### **\*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)

Consolidated Statement of Financial Position (Unaudited IFRS)			
	Mar-25	Dec-24	Mar-24
	£'000	£'000	£'000
<b>Non-current assets</b>			
Intangible assets	97,494	96,639	100,111
Property, plant and equipment	1,292	1,552	2,424
	<u>98,786</u>	<u>98,191</u>	<u>102,536</u>
<b>Current assets</b>			
Inventories	1,569	1,578	1,862
Trade and other receivables	4,260	5,528	4,677
Cash and cash equivalents	2,613	2,983	4,084
	<u>8,443</u>	<u>10,089</u>	<u>10,623</u>
<b>Current liabilities</b>			
Trade and other payables	(3,839)	(5,181)	(6,198)
Contract liabilities ST	(10,805)	(11,782)	(12,046)
Lease liabilities ST	(256)	(339)	(459)
	<u>(14,900)</u>	<u>(17,302)</u>	<u>(18,704)</u>
<b>Non-current liabilities</b>			
Contract liabilities LT	(3,940)	(4,523)	(7,368)
Lease liabilities LT	(312)	(673)	(467)
Bond principal	(32,636)	(27,064)	(27,832)
Other loans	(17,595)	(15,490)	(9,206)
Accrued interest	(6,650)	(6,156)	(2,116)
Loan arrangement fees	-	-	175
Deferred tax liabilities	(11,048)	(11,048)	(11,853)
	<u>(72,179)</u>	<u>(64,952)</u>	<u>(58,667)</u>
<b>Net assets</b>	<u><b>20,149</b></u>	<u><b>26,026</b></u>	<u><b>35,787</b></u>
<b>Equity</b>			
Share capital	2,235	2,235	2,235
Share premium	41,919	41,919	41,920
Retained earnings	(24,005)	(18,129)	(8,367)
<b>Total equity</b>	<u><b>20,149</b></u>	<u><b>26,026</b></u>	<u><b>35,787</b></u>

- Year-on-year, trade and other receivables remained relatively in-line with a small decrease of £0.4m from Q1 2024 to Q1 2025.
- Cash decreased year-on-year by £1.47m from Q1 2024 to Q1 2025 with £8.1m of financing, offset by £9.6m 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, 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)

### Consolidated Cashflow Statement (Unaudited IFRS)

	Q1 2025 £'000	Q1 2024 £'000	TTM Mar-25 £'000
Ebitda	(897)	(281)	(1,711)
Movement in WC	(577)	(303)	(4,932)
Tax receipts/(payments)	(16)	(318)	51
Lease payments	(211)	(115)	(547)
<b>Operational cashflow</b>	<b>(1,701)</b>	<b>(1,016)</b>	<b>(7,139)</b>
<b>Investing</b>			
Purchase of tangibles/intangibles	(519)	(350)	(2,466)
Acquisition of subsidiary net of cash	-	-	-
	<b>(519)</b>	<b>(350)</b>	<b>(2,466)</b>
<b>Financing</b>			
Loans drawn/(repaid)	1,849	5,000	8,107
Cash on merger	-	-	-
(Deferred consideration)/Capital raised	-	(1,243)	24
Interest paid	1	-	1
	<b>1,851</b>	<b>3,757</b>	<b>8,132</b>
Opening	2,983	1,693	4,084
Cashflow	(370)	2,391	(1,472)
<b>Closing</b>	<b>2,613</b>	<b>4,084</b>	<b>2,613</b>

## **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](http://www.imperosoftware.com)

Board of Directors: Tobias Hartmann  
Gilbert Kamieniecky  
Paul Kagan