CodeLab Capital

Q3 2026 report

CodeLab Capital AS

codelabcapital.com

About CodeLab Capital

- An investment company supporting companies with strategy, capital and network
- Combines M&A activity with operational improvements
- Targets profitable growth by supporting strong companies
- Focuses on companies with limited risk and low capital intensity within SaaS, service and reseller business models
- Conservative capital structure
- Listed on Euronext Growth

Q3 2026 highlights

- Announcing several acquisitions, including Mdco, creating a profitable group with NOK 400m in revenues
    - Becoming a market leader within OHS in Norway with substantial portfolio synergy potential
    - NOK 72m purchase price at NOK 6 per share, plus earn-out
- Contemplated share issue announced at NOK 6 per share. Launched and closed after Q3 2026, raising NOK 29m
- Quarterly revenue of NOK 20.2m vs NOK 3.5m last year
    - Driven by acquisitions of Cloudya and Agil
    - Cloudya and Kuba showing strong improvement YoY on topline and margins
- EBITDA of NOK -3.6m in the quarter, down from NOK -2.4m last year
- In advanced talks with possible acquisition / investment targets
- CodeLab had cash of NOK 4.7 million at end of September (not including net proceeds from share issue)

Introduction and M&A

CodeLab Capital ("CODE") continues its strategy of pursuing accretive acquisitions for the benefit of CODE's shareholders. The third quarter was extremely busy with several parallel M&A processes, several of which were concluded in the last month of the quarter. The M&A tracks evolved around the stated verticals and represents a big exposure to CODE's strategy of combining service and technology through strong distribution.

CODE had 5 FTEs by period-end, with the new CCO from August 1st. CODE acts as a holding company where the resources are actively engaged in the operational group companies.

There is overall positive development in most of the operational companies with improving topline and margins.

The last acquisition that closed 1 June 2026, Agil Helse AS, is going through a planned transition period with new routines and processes. The collaboration with Kuba's existing OHS personnel and digital solutions are both showing promising development. Both organizations remain optimistic on the value creation potential by combining the best of two worlds.

As of end of Q3 2026 CODE consisted of Kuba Norge AS (100%), Agil Helse AS (100%), Cloudya AS (50.06%) and Uniscale AS (100%).

On 17 September 2026 CODE announced the potential acquisition of 4 companies and a contemplated private placement. The consolidated group would, based on the four targets' combined business plans at the time, generate over NOK 400m in revenues and be profitable for 2026. These acquisitions would be transformative for CODE, and especially the acquisition of MDCO would represent a new milestone for the company. As of the date of this report two of the acquisitions are closed; Mdco AS and BHT Sørvest Norge SA. One of the targets (with undisclosed name) and Solvit are still possible, but with a different timeline than previously indicated.

MDCO is one of the leading OHS companies in Norway with 10,000 business customers, a national presence and approx. NOK 250m in revenues.

MDCO closed 1 November 2026 and would have a significant impact on the reporting going forward.

The synergy potential CODE saw between Agil and Kuba is substantially higher with Mdco being part of the group, and CODE secured an asset with a well-functioning and forward leaning team that has the same ambitions as CODE.

The announced and subsequently agreed purchase price for 100% of Mdco was NOK 72 million payable with CODE shares at NOK 6 per share now, plus an earn-out of NOK 48 million if the combined OHS-vertical reach NOK 25 million in EBITDA (zero below NOK 15 million, and linear between NOK 15 million and 25 million) for 2027.

As in the other M&A processes CODE uses the share as currency, and parts of the purchase price is delayed/contingent.

CODE has a share with somewhat limited liquidity and as such it is imperative for the company, in order to create shareholder value, to base any purchase price / acquisition with shares on the underlying value of its assets (and not necessarily the share price). This has been the case in all transactions CODE has done for the last 18 months, both in M&A and in capital market transactions.

CODE has also reached a final agreement to take over BHT Sørvest Norge SA with effect of 1 November 2026.

There are active dialogues with add-on candidates to existing group companies and new platform investments. The focus is to find the balance between highly valuable PMI processes and further M&A.

Financial review third quarter

Consolidated revenues for the third quarter were NOK 20.2 million, up from NOK 3.5 million same period last year. The increase is driven by the acquisitions of Agil Helse and Cloudya. The revenues include 100% of all companies in the structure.

The consolidated revenue mix is a combination of a strong growing recurring base and sticky service revenues driven by regulatory requirements.

The revenue visibility is growing with higher share of licenses and contracted/recurring revenue streams.

Cloudya constitutes NOK 12.5 million of the revenues and NOK 11.9 million of the costs of goods sold. The CoGS is driven by AWS reseller costs and certain third-party goods and services in Kuba and Agil. The gross profit was NOK 7.8 million, i.e. a gross margin of 39%.

Consolidated personnel expenses ended at NOK 8.7 million. CODE targets to scale on the current employees in the company. Most of the personnel expenses are related to the operational companies. Cost optimization measures have been initiated after 3Q.

Other OPEX came in at NOK 2.8 million for the last 3 months (reported), compared to NOK 2.2 million for Q3 2025.

No costs were capitalized in the period and EBITDA ended at NOK -3.6 million.

Balance sheet and cash flow items

The balance sheet is largely affected by the incorporation of Agil, Kuba and Cloudya. All companies had low equity at the time of acquisition which means that there is substantial goodwill related to all three acquisitions.

The business models of companies also add new accounts to the balance sheet related to deferred and accrued items. In addition, the deferred payments from CodeLab to the sellers are included in the balance sheet.

The cash position was NOK 4.7 million by the end of third quarter. The cash position was negatively impacted by the short-term loan given to MDCO this summer of NOK 4.0 million which was due for repayment in December 2026.

The deferred contingent payments are valued at NOK 10.9 million at period-end.

Total consolidated equity was NOK 36.8 million at the end of September.

The net cash flow in the period was NOK -9.1 million. Operational cash flow came in at NOK -5.3 million, while NOK -4.0 million were cash flow from investing activities (including the loan granted).

Operational and other matters

CodeLab Capital entered the third quarter of 2026 with a scalable setup, a recent acquisition and two subsidiaries that are showing positive developments.

During the summer months CODE announced the term sheet for the Mdco transaction, and in parallel the company worked with 3 other targets. Late Q3 2026, CODE published a comprehensive press release with information on all targets and signalling a potential private placement.

In October the company closed the private placement raising NOK 29 million at NOK 6 per share, which is the same price as the settlement shares in the acquisitions.

We continue to see improvement in cost discipline, and we have strong focus on that in all our portfolio companies. While targeting growth, cash flow visibility remains the key priority going forward.

There are ample opportunities to invest in growth across the portfolio, and we are choosing diligently in order to maximize shareholder value. Further M&A and/or continued growth initiatives could trigger use of the capital markets, which is completely in line with the strategy.

CODE is in ongoing dialogue with several potential acquisition targets, which could accelerate the group’s value creation potential.

Outlook

We are really looking forward to integrating the newly announced acquisitions and start harvesting the opportunities and potential therein.

Time and resources are spent on investing in systems, processes and people to increase efficiency and improve the service offering to our customers.

At the same time there is a strong focus on cross portfolio synergies.

The most important short-term goal is to support our operational companies' targets on cash flow generation going into 2027.

Consolidated statement of profit & loss

CodeLab Capital Group

NOK	Q3 2026	Q3 2025
Revenue	20 218 689	3 444 329
Other operating income	10 966	17 203
Operating income	**20 229 655**	**3 461 532**
Cost of goods sold	-12 405 781	-104 973
Gross profit	**7 823 874**	**3 356 559**
Payroll expenses	-8 678 896	-3 510 184
Other operating expenses	-2 768 026	-2 215 227
EBITDA	**-3 623 049**	**-2 368 852**
Depreciation and amortisation	-3 149 520	-1 884 067
EBIT	**-6 772 569**	**-4 252 919**
Interest income	314 902	7 100
Other financial income	3 299	57
Interest expenses	-346 829	-135 193
Other financial expenses	-6 621	-2 343
Net financial items	**-35 249**	**-130 379**
Result before tax	**-6 807 818**	**-4 383 298**
Tax	124 708	60 533
Net result	**-6 683 110**	**-4 322 765**
Minority share	59 191	0
Majority share	**-6 742 300**	**-4 322 765**

Consolidated statement of financial position

CodeLab Capital Group

NOK	Q3 2026	FY 2025
Research and development	1 379 516	1 741 350
Brand & customer relations	8 688 175	3 891 636
Deferred tax asset	3 451 820	321 324
Goodwill	40 600 968	33 782 358
Property, plant & equipment	70 620	8 201
Long-term receivables	0	5 000
Total fixed assets	**54 191 100**	**39 749 869**
Trade receivables	9 355 288	2 263 555
Accrued revenue	0	1 630 904
Other receivables	4 449 999	245 283
Prepaid expenses	248 664	219 061
Cash and bank deposits	4 715 061	14 707 810
Total current assets	**18 769 012**	**19 066 613**
Total assets	**72 960 112**	**58 816 482**

Consolidated statement of financial position

CodeLab Capital Group

NOK	Q3 2026	FY 2025
Share capital	57 319 014	35 698 975
Other equity	-20 875 286	-7 062 772
Minority interests	359 300	720 110
Total equity	**36 803 029**	**29 356 313**
Deferred tax	0	0
Liabilities to financial institutions	2 037 146	3 350 178
Liabilities to other companies	1 030 107	1 222 251
Deferred contingent payments	10 947 263	10 947 263
Total long-term liabilities	**14 014 516**	**15 519 692**
Trade payables	7 606 896	3 223 731
Public duties payable	1 452 093	1 142 967
Other accrued expenses	2 135 382	2 045 831
Deferred revenue	6 418 501	5 564 144
Other short-term liabilities	4 529 695	1 963 805
Total current liabilities	**22 142 567**	**13 940 478**
Total equity and liabilities	**72 960 112**	**58 816 482**

Consolidated statement of cash flow

CodeLab Capital Group

NOK	Q3 2026	Q3 2025
Cash flow from operating activities		
Profit before tax	-6 807 818	-4 383 297
Net financial items (P&L)	35 249	130 378
Depreciation and amortisation	3 149 520	1 884 067
Change in accounts receivable	-2 400 602	-159 479
Change in accounts payable	1 126 597	-196 552
Change in other working capital items	-377 279	70 643
Net cash flow from operating activities	**-5 274 333**	**-2 654 240**
Cash flow from investment activities		
Purchase of PPE and intangible assets	-33 123	0
Payments to buy shares (incl. transaction costs)	0	-4 765 023
Net cash from acquisitions (cash in acquired companies)	0	394 510
Other investments	-4 000 000	0
Net cash flow from investment activities	**-4 033 123**	**-4 370 513**
Cash flow from financing activities		
Proceeds from issue of shares	0	0
Other equity transactions	0	-628 645
Net financial items (cash)	-67 011	-130 378
Net change in long-term debts	-511 035	-1 163 898
Change in bank overdraft	762 273	367 818
Payment of deferred consideration	0	0
Net cash flow from financing activities	**184 226**	**-1 555 103**
Net change in cash and bank deposits	**-9 123 230**	**-8 579 856**
Cash and bank deposits at start of period	**13 838 292**	**22 927 430**
Cash and bank deposits at end of period	**4 715 061**	**14 347 574**

Notes

Accounting principles

Basis of preparation

The consolidated financial statements have been prepared in accordance with the Norwegian Accounting Act and generally accepted accounting principles in Norway (NGAAP). The consolidated financial statements are presented in NOK. The parent entity's functional currency is NOK.

Use of Estimates

The preparation of the financial statements requires management to make estimates and assumptions that affect the reported amounts in the profit and loss statement, the measurement of assets and liabilities and the disclosure of contingent assets and liabilities on the balance sheet date. Underlying results can differ from these estimates. Key judgemental items include the useful life of R&D, capitalized costs, deferred payments and deferred tax assets.

Consolidation

The Group's consolidated financial statements comprise CodeLab Capital AS and companies in which CodeLab Capital AS has a controlling interest. A controlling interest is normally obtained when the Group owns more than 50% of the shares in the company and can exercise control over the company. CodeLab Capital AS has four subsidiaries as of end of Q3 2026, Uniscale AS (100%), Kuba Norge AS (100%), Cloudya AS (50.06%) and Agil Helse AS (100%). The consolidated financial statements have been prepared in accordance with the same accounting principles for both parent and subsidiaries. When preparing the consolidated financial statements, intra-group transactions and balances, along with gains and losses on transactions between group entities have been eliminated. Subsidiaries are fully consolidated from the date on which control is obtained and consolidated until such control ceases.

Foreign currency

Foreign currency transactions are recorded at the exchange rate on the transaction date. Monetary items are translated to the year-end exchange rates. Changes in the carrying amount of such assets due to exchange rate movements between the transaction date and the balance sheet date are recognized as a foreign currency gain or loss classified as a financial item in the consolidated statement of profit or loss.

Revenue Recognition

Services are recognized as revenue as the service is delivered to the customer over the period of the customer contract. Revenue from subscription services and longer term contracts (over twelve months) is recognized evenly on a monthly basis in accordance with the customer agreement.

Classification and valuation of current assets

Current assets consist of items that fall due for payment within one year of the balance sheet date. Initial recognition of receivables from customers and other short-term receivables is at transaction value after deducting a provision for expected losses. The provision for losses is made on the basis of an individual assessment of the respective receivables. In addition, when deemed necessary by management, an unspecified provision is made to cover expected losses on claims in respect of customer receivables. Accounts receivable are subsequently measured at amortized cost.

Leases

Leases for office space and other items are recognized as operating leases, and lease expense is recognized as the contractual amount incurred. The Group does not have any financial leases.

Research and development

Development expenses are capitalized to the extent that one can identify a future economic benefit related to the development of an identifiable intangible asset and where the acquisition cost can be measured reliably. Development related activities that do not meet these criteria are expensed as incurred. Capitalized development expenses are depreciated on a straight-line basis over its economic lifetime. Continuous impairment tests are conducted across all our R&D related activities and capitalized values, to assure that the value-in-use is intact.

Property, plant and equipment

Property, plant and equipment (PP&E) consists of tangible assets intended for long-term ownership and use. PP&E assets are valued at acquisition cost less depreciation and write-downs. Plant and equipment is capitalized and depreciated over the economic lifetime of the asset. Direct maintenance of plant and equipment is expensed on an ongoing basis under operating costs, while additions or improvements are added to the asset's cost price and depreciated in line with the asset. Plant and equipment is written down to the recoverable amount in the event of a fall in value that is not expected to be temporary. The recoverable amount is the higher of the net sales value and the value-in-use. Value-in-use is the present value of future cash flows related to the asset. The write-down is reversed when the basis for the write-down is no longer present.

Tax

The tax charge in the profit and loss account consists of taxes payable for the period and the change in deferred tax. Deferred tax is calculated at the tax rate at 22% on the basis of tax-reducing and tax-increasing temporary differences that exist between accounting and tax values, and the tax loss carried forward at the end of the accounting year. Tax-increasing and tax-reducing temporary differences that reverse or may reverse in the same period are offset and entered net. The net deferred tax asset / liability is recognized in the balance sheet to the extent that it is likely that it can be utilized.

Statement of cash flows

The cash flow statement has been prepared using the indirect method. Cash and cash equivalents consist of cash and bank deposits.