Interim report

First semester financial year 2025

Forenote

The interim condensed consolidated financial statements for the financial half year ended 30 June 2025 of SD Worx NV and its subsidiaries ("SD Worx" or the "Group") are reported under the International Financial Reporting Standards as endorsed by the EU ("IFRS").

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Please note that therefore AF Consulting SAS and Elco SaS have been consolidated respectively as from 24 June and 26 June 2025 in the current period. In the comparative period, Romanian Software S.R.L. is consolidated as from 25 April 2024 and Tribeperk Sp.z o.o, as from 15 May 2024. The Mushroom Factory BV, F2A and Geonex NV were acquired after 30 June 2024.

Besides the interim condensed consolidated financial statements, SD Worx also presents alternative performance indicators to provide a more consistent and comparable indication of the Group's underlying financial performance.

A review of the interim financial information for the period ended 30 June 2025 has been performed by the independent auditor of SD Worx NV.

649m
Revenue

135m
Adjusted EBITDA

171m
Operational cashflow

Contents

Half-year report

SD Worx continues to deliver solid growth

Antwerp, 26 August – SD Worx, the leading European HR and payroll solutions provider, has announced its financial results for the first half of 2025. Consolidated revenues increased by 11.6%, from EUR 581.8 million in the first half of 2024 to EUR 649.0 million in the first six months of 2025. Consolidated adjusted EBITDA grew by 11.6% from EUR 121.0 million in the first two quarters of 2024 to EUR 135.0 million in the first half of 2025. The consolidated net result climbed to EUR 55.8 million.

These substantial growth results are mainly driven by SD Worx's continued international expansion, highlighted by the acquisition of F2A, the Italian market leader in HR and payroll last autumn, alongside a strategic buildout of the offering and portfolio and the cohesive collaboration across SD Worx's international operations.

Kobe Verdonck, CEO of SD Worx: "We look back with satisfaction on the first half of the year. Our continued focus on digital HR has brought new solutions in markets such as Finland, Germany and Luxemburg and our investments in AI have increased significantly. At the same time, we remain committed to the human aspect of our business. SD Worx is, and will always be, a people company. Our approach to improve the customer experience through a mix of digital, AI and human expertise is clearly appreciated by the market as we see our customer satisfaction going upwards."

"Our commercial momentum remained strong, delivering robust sales figures across Europe. At the same time, we successfully kept costs under control. As we enter the second half of the year, we do so with confidence and determination, fully committed to advancing our financial growth strategy," says Sebastiaan Peeters, CFO of SD Worx.

Filip Dierckx, chairman of the board of directors at SD Worx: "Our solid performance is particularly noteworthy given the current macroeconomic climate and in comparison to the broader market. This is highlighted by an organic growth of 3.6% for SD Worx People Solutions (the segment for Payroll & Reward, Human Capital Management and Workforce Management) and a return to growth for SD Worx Staffing & Career Solutions, our segment for flexible work. Even in these challenging times with headwinds we continue to invest strongly in our HR software solutions increasing our capex year on year with 21%."

Financial Results

Key financial figures

Amounts in mio €	6-month period ended 30 Jun 2025	30 Jun 2024	Difference
Profit and loss			
People Solutions	545.4	481.2	64.2
Staffing & Career Solutions	104.4	101.9	2.4
Intersegment elimination	-0.8	-1.4	0.6
Revenue	**649.0**	**581.8**	**67.3**
Net operating costs (excl. adjustments)	-514.0	-460.8	-53.2
Adjusted EBITDA (aEBITDA)	**135.0**	**121.0**	**14.1**
Adjusted EBITDA margin	*20.8%*	*20.8%*	*0.0%*
Adjustments to EBITDA	-10.6	-7.9	-2.7
EBITDA	**124.5**	**113.1**	**11.4**
Depreciation, amortisation, and impairment	-46.0	-34.3	-11.8
EBIT	**78.4**	**78.8**	**-0.4**
Financial result	-8.1	-2.6	-5.4
Taxes	-14.6	-21.3	6.7
Net result	**55.8**	**54.9**	**0.9**
Cash flow			
Cash flow from operating activities	171.0	84.9	86.1
Capital expenditure	-30.8	-25.7	-5.0
Operational cashflow after capex	**140.2**	**59.2**	**81.1**
Adjusted EBITDA	135.0	121.0	14.1
Cash conversion	*103.8%*	*48.9%*	*54.9%*
Adjusted leverage ratio			

Last twelve months ended 30 Jun 2025	31 Dec 2024	Difference
1,030.2	966.0	64.2
219.3	216.8	2.4
-1.9	-2.5	0.6
1,247.6	**1,180.3**	**67.3**
-1,000.8	-947.6	-53.2
246.8	**232.7**	**14.1**
19.8%	*19.7%*	*0.1%*
-23.9	-21.2	-2.7
222.9	**211.5**	**11.4**
-91.3	-79.5	-11.8
131.6	**132.0**	**-0.4**
-12.6	-7.2	-5.4
-23.4	-30.0	6.7
95.8	**94.9**	**0.9**
269.6	183.5	86.1
-58.0	-53.0	-5.0
211.6	**130.5**	**81.1**
246.8	232.7	14.1
85.7%	*56.1%*	*29.6%*
1.4x	**1.4x**	

Results per segment

Amounts in mio €	30 Jun 2025		30 Jun 2024		Growth	
	Revenue	aEBITDA	Revenue	aEBITDA	Revenue	aEBITDA
People Solutions	545.4	135.0	481.2	121.8	13.3%	10.8%
Staffing & Career Solutions	104.4	0.1	101.9	-0.8	2.4%	107.7%
Intersegment elimination	-0.8		-1.4		-42.8%	
Total	**649.0**	**135.0**	**581.8**	**121.0**	**11.6%**	**11.6%**

The consolidated adjusted EBITDA increased from million € 121.0 to million € 135.0 over the first six months of 2025, which equals a growth of 11.6%.

People Solutions

The People Solutions segment includes a full range of solutions in the areas of payroll and HR Managed services, work force management as well as HR consulting services. The increase in revenue realised by the segment is driven by a strong performance, resulting in a total growth of 13.3% compared to prior year.

Amounts in mio €	30 Jun 2025	30 Jun 2024	Difference
Payroll & Reward / HCM	510.1	448.1	13.8%
Workforce management	35.4	33.1	6.9%
Revenue People Solutions	**545.4**	**481.2**	**13.3%**

Strategic initiatives from 2024 contributed to the overall revenue growth as our biggest acquisition, F2A in Italy, only occurred during the second half of the year. But also organically, the Group saw its business expanding, demonstrating resilience and momentum across its core operations. The organic growth amounts to million € 20.1 or 3.6% and excludes the one-off revenues realised during 2024 relating to the social elections in Belgium. The growth is observed across the majority of the markets in which the Group operates. Expected customer churn, resulting in declining revenue, did however result in a challenging environment in the UK. When excluding these lower revenues in the UK market, organic growth would have been 5.3%.

The revenue includes a commission income obtained under the customer fund cooperation agreement totalling million € 16.7, which is million € 1.3 lower than last year, mainly under the influence of lower market deposit yields notwithstanding the hedging strategy which reduces the impact of lower short-term interest rates.

Staffing & Career Solutions

The Staffing & Career Solutions segment, which provides flexible staffing solutions, continues to face a challenging market environment marked by a general downward trend in recent years. Despite these unfavourable conditions, the segment achieved a revenue increase of million € 2.4 compared to the previous year. A changing mix of services offered in both countries in which the Group operates as well as continued pressure on prices had negative effects on the gross profit. However, through proactive cost management to offset this ongoing pressure on gross profit, the segment delivered an improvement in adjusted EBITDA of million € 0.9.

Adjustments to EBITDA

Adjustments are applied to EBITDA for those income and expenses which the Group believes are not representative of the actual recurring performance of SD Worx. The total adjustment amounted to million € 10.6, compared to million € 7.8 last year. The schedule below summarizes the adjustments made to EBITDA by type of adjustment.

Amounts in mio €	30 Jun 2025	30 Jun 2024	Difference
Restructuring and integration costs	-4.1	-2.2	-1.9
Acquisition & transaction costs	-1.0	-0.2	-0.9
Share based payments	-5.3	-5.4	0.1
Other adjustments	-0.2	-0.1	-0.1
Adjustments to EBITDA	**-10.6**	**-7.9**	**-2.7**

Restructuring cost and integration costs amount to million € 4.1, relating mainly to the integration and rebranding tracks for prior acquisitions, such as F2A, SoftMachine and Romanian Software.

Acquisition and transaction costs relate amongst others to due diligence costs which the Group incurs in search of new acquisitions to strengthen its portfolio.

The cost of share-based payments relates to the non-committed stock-based compensation with regards to the Group's existing share plans for its senior management. These plans qualify as equity settled, and the cost is spread evenly over a vesting period of three years.

Net result

A total depreciation, amortisation and impairment charge of million € 46.0 has been recorded as of 30 June 2025 on the Group's tangible and intangible assets and are mainly related to the Group's important and continuing investments in digital solutions. This includes EUR 9.4 million in amortisation related to acquired intangible assets from business combinations, such as brand names and customer relationships. Following the acquisition of F2A in the second half of 2024, these amortisation charges increased by EUR 5.5 million compared to the same period last year.

The financial result per 30 June 2025 amounts to million € -8.1, mainly resulting from the interest charges relating to the Group's loans and borrowings, consisting of the subordinated million € 80.0 bond issued in June 2019 and a committed million € 400.0 revolving credit facility. Other financial charges relate to interest expenses on lease liabilities and non-operational foreign currency translation differences.

The total leverage of the Group remains conservative at a level of 1.4 adjusted EBITDA to net debt as per 30 June 2025.

The tax expense amounts to million € 14.6 as of 30 June 2025, which represents an effective tax rate of approximatively 21%.

The net result for the first six months of 2025 amounted to million € 55.8, which is million € 0.9 higher than last year. The growth was achieved despite of the higher charges relating to the amortisation of PPA related assets, and interest expenses on the Group's loans and borrowings, both directly linked to the Group's expansion strategy. It is also worth noting that the net result for the first six months of 2024 was positively impacted by the one-off gain coming from the services provided to Belgian customers to support them with the social elections in 2024.

Condensed balance sheet

Amounts in mio €	30 Jun 2025	31 Dec 2024	Difference
Non-current assets	886.3	881.7	4.6
+ Current assets	402.6	417.1	-14.5
- Non-current Liabilities	-450.2	-498.0	47.7
- Current Liabilities	-372.4	-324.0	-48.5
Equity	**466.3**	**476.9**	**-10.6**
Attributable to equity holders of the parent	464.9	475.4	-10.5
Non-controlling interest	1.4	1.5	-0.1

The financial position decreased compared to 31 December 2024 as the Group settled its proposed dividend, paid fully out of the available cash reserves.

The non-current assets consist mostly of goodwill and intangible assets, representing million € 753.2. These assets represent the continued commitment of the Group to invest in new technology, either internally developed or acquired externally to accelerate the growth of the Group.

The liabilities include the SD Worx' subordinated bond with a nominal amount of million € 80.0. As this bond matures on 11 June 2026, it is transferred to the current liabilities on 30 June 2025. The non-current liabilities include million € 325.0 with regards to the SD Worx' revolving credit facility, primarily used to fund the strategic buy-and-build policy employed by the Group.

Condensed cash flow

Amounts in mio €	30 Jun 2025	30 Jun 2024	Difference
Cash flow from:			
Operating activities	171.0	84.9	86.1
Investing activities	-46.3	-45.4	-0.9
Financing activities	-103.6	-93.9	-9.6
Total increase/(decrease) in cash	*21.1*	*-54.4*	*75.5*
Impact exchange differences	-0.3	-1.6	1.3
Total cash and cash equivalents	**139.3**	**69.8**	**69.6**

The total cash and cash equivalents available to the Group increased during the first 6 months of 2025, due to an increase of the cashflow from operating activities compared to last year.

The cash flow from operating activities totalled million €171.0, driven by a strong performance over the first six months of the financial year and supported by an improved net working capital position.

The cash out on investing activities is slightly higher than last year, largely explained by higher capital expenditure, mainly aimed at developing the digital solutions offered. The Group's M&A activities during the first six months of 2025 resulted in a total cash out of million € 16.7, compared to million € 20.8 over the comparative period.

The cash flow from financing activities is largely influenced by the dividend (interim and final) over the year ended 2024, paid in 2025, as well as the cash out on interests.

Significant events during the first six months of 2025

huapii

On 12 February 2025, the Group performed a buyout of the minority shareholders of huapii BV. Prior to the transaction, the Group held 80% of the outstanding shares. Upon completion of the transaction, the Group is the sole shareholder of the entity. The entity is subsequently merged with the company SD Worx People Solutions NV.

Romanian Software

On 17 June 2025, executed its forward purchase agreement in order to acquire the remaining 20% of Romanian Software. Upon completion of the transaction, the Group is the sole shareholder of the entity.

AF Consulting

On 24 June 2025, the Group acquired all of the outstanding shares of AF Consulting SaS (also referred to as “Socialea”). The company, with headquarter in Pointoise (France), is an advisory firm that specializes in payroll outsourcing, human resources, and consulting services. Through the acquisition, the Group strengthens its presence within the French market.

Elco

On 26 June 2025, the Group acquired 70% of the outstanding shares of Elco SaS, an Italian company with registered office in Novara. The company provides payroll services to its customers, mainly situated within the Piemonte region in Italy. Through the acquisition, the Group strengthens its presence within the Italian market. The Group has a forward purchase agreement with the minority shareholders to acquire the remaining 30% of the outstanding shares.

Events after the balance sheet date

On 30 July 2025, the Group refinanced its existing Revolving Credit Facility agreement. Under the new Facilities agreement, the Group has access to a term loan of million € 300.0 and a revolving credit facility of million € 500.0. Both facilities are unsecured facilities under a negative pledge with several subsidiaries of the Group acting as guarantors. In addition, the Group will ensure a cashflow cover of at least 1.05x and an adjusted leverage below 3.00x.

There were no other significant events after the balance sheet date.

Interim condensed consolidated financial statements

Interim Condensed Consolidated Statement of Profit and Loss for the six-month period ended 30 June 2025

Amounts in thousand €	Note	30 Jun 2025 *(Unaudited)*	30 Jun 2024 *(Unaudited)*
Revenue	**7**	**649,029**	**581,771**
Services and other goods	8	-96,595	-85,093
Employee benefit expenses	9	-428,457	-382,046
Other operating		285	-897
Depreciations and amortisation expenses		-46,041	-33,750
Impairment of assets		-	-518
Operational FX differences		213	-663
Total net operating costs		*-570,594*	*-502,967*
Operating profit		**78,435**	**78,804**
Financial expenses		-9,140	-6,143
Financial income		836	862
Net exchange difference relating to financing activities		207	2,634
Net financial result	10	-8,097	-2,647
Share of profit of associates and joint ventures		55	21
Profit before tax		**70,394**	**76,178**
Taxes	11	-14,622	-21,276
Profit for the year		**55,772**	**54,901**
Attributable to:			
Equity holders of the parent		55,565	54,818
Non-controlling interests		207	84

Interim Condensed Consolidated Statement of Comprehensive Income for the six-month period ended 30 June 2025

Amounts in thousand €	Note	30 Jun 2025 *(Unaudited)*	30 Jun 2024 *(Unaudited)*
Profit for the year		**55,772**	**54,901**
Exchange differences on translation of foreign operations		-1,821	-1,499
Deferred tax on items that may subsequently be reclassified		-	-
Net other comprehensive loss that may be reclassified to profit or loss in subsequent periods		**-1,821**	**-1,499**
Remeasurement gain/(loss) on defined benefit plans	15	94	98
Deferred tax on items that will not be subsequently reclassified	11	-	-
Net other comprehensive income/(loss) that will not be reclassified to profit or loss in subsequent periods		**94**	**98**
Other comprehensive income/(loss) for the year, net of tax		**-1,727**	**-1,400**
Total comprehensive income for the year, net of tax		**54,045**	**53,501**
Attributable to:			
Equity holders of the parent		53,838	53,417
Non-controlling interests		207	84

Interim Condensed Consolidated Statement of Financial Position as at 30 June 2025

Amounts in thousand €	Note	30 Jun 2025 *(Unaudited)*	31 Dec 2024 *(Audited)*
Non-current assets		**886,337**	**881,699**
Goodwill	12	559,413	549,633
Intangible assets	13	193,784	193,619
Property, plant and equipment		19,429	20,780
Right of Use assets		75,182	77,346
Investments in associates and joint ventures		351	296
Financial assets		2,409	3,065
Other assets		15,467	15,968
Deferred tax assets	11	20,302	20,992
Current assets		**402,559**	**417,087**
Inventory		1,845	911
Trade and other receivables		250,732	284,492
Current income taxes		3,745	11,028
Other financial assets		2,211	1,857
Cash and cash equivalents	16	139,336	118,569
Funds held for clients		4,689	230
Total assets		**1,288,896**	**1,298,786**

Amounts in thousand €	Note	30 Jun 2025 *(Unaudited)*	31 Dec 2024 *(Audited)*
Equity		**466,253**	**476,865**
Equity attributable to equity holders of the parent		**464,886**	**475,407**
Issued capital	14	548,000	548,000
Share premium		94,061	94,061
Currency translation reserve		-17,007	-15,186
Other reserves		44,938	39,588
Accumulated losses		-205,107	-191,057
Non-controlling interest		**1,366**	**1,458**
Non-current Liabilities		**450,233**	**497,962**
Borrowings	16	325,148	365,869
Lease liabilities	16	53,526	57,492
Other financial liabilities	16	11,208	13,028
Provisions		4,108	4,048
Employment benefit obligations	15	29,722	30,159
Deferred tax liability	11	17,271	18,569
Other liabilities		9,250	8,796
Current Liabilities		**372,410**	**323,959**
Borrowings	16	79,887	910
Lease liabilities	16	26,779	25,714
Other financial liabilities	16	5,128	58,425
Provisions		151	56
Trade and other payables		243,445	226,365
Funds held for clients		4,689	230
Current tax liabilities		12,331	12,259
Total equity & liabilities		**1,288,896**	**1,298,786**

Interim Condensed Consolidated Statement of Cash Flow for the six-month period ended 30 June 2025

Amounts in thousand €	Note	30 Jun 2025 *(Unaudited)*	30 Jun 2024 *(Unaudited)*
Cash flow from operating activities			
Profit for the year		**55,772**	**54,901**
Adjustments for:			
Income tax expense recognised in profit and loss	11	14,622	21,276
Depreciations, amortizations and impairments		46,041	34,268
(Gain)/loss on disposal of intangibles and PPE		-	363
Impairment loss/(reversal) recognised on receivables		-333	706
Increase/(decrease) of provisions		68	78
Net financing (income)/cost		7,975	5,035
Change in employee benefits	15	5,128	4,598
Share based payment expense		5,256	5,368
Share of (profit) / loss of associates		-55	-
Unrealized exchange rate differences		232	-2,327
Other adjustments		951	15
Change working capital			
Decrease/(Increase) in inventory		-1,068	-372
Decrease/(Increase) in trade and other receivables		34,877	-9,259
(Decrease)/ Increase in trade and other payables		16,603	-14,599
Decrease/(Increase) in other items		-530	1,747
Other items			
Use of provisions		-24	-312
Contribution to pensions	15	-6,010	-6,215
Income tax (paid)/received		-8,521	-10,400
Cash flow from operating activities		**170,982**	**84,871**
Cash flow from investing activities			
Purchases of intangibles and tangible assets		-30,752	-25,704
Proceeds from sale of intangibles and tangible assets		-	-
Government grants obtained		-	-200
Purchases financial assets		-	-
Proceeds from sale of financial assets		323	538
Interest received		841	763
Dividends received		-	-
Payment of loans granted		-	-
Proceeds from repayment of loans granted		-	-
Net cash outflow on acquisition of subsidiaries	5	-8,050	-20,079
Cash flow from investing activities		**-37,638**	**-44,683**

Amounts in thousand €	Note	30 Jun 2025 (Unaudited)	30 Jun 2024 (Unaudited)
Cash flow from financing activities			
Proceeds from borrowings	16	57,000	-
Repayment of borrowings	16	-16,025	-317
Repayment of lease liabilities	16	-14,298	-11,629
Settlement of contingent consideration	16	-7,486	-700
Acquisition of non-controlling interests		-1,189	-
Dividends paid	14	-118,500	-75,066
Interest paid	16	-11,747	-6,911
Cash flow from financing activities		**-112,245**	**-94,623**
Total increase/(decrease) in cash		**21,099**	**-54,435**
Total cash and cash equivalents at the beginning of the period		**118,569**	**125,844**
Total increase/(decrease) in cash		21,099	-54,435
Impact exchange differences		-332	-1,648
Total cash and cash equivalents at the end of the period		**139,336**	**69,762**

Interim condensed consolidated statement of changes in equity for the six-month period ended 30 June 2025

Amounts in thousand € (Unaudited)	Attributable to the owners of SD Worx				
	Issued capital	Share premium	Currency translation reserve	Other reserves	Accumulated losses
Balance per 1 January 2025	**548,000**	**94,061**	**-15,186**	**39,588**	**-191,057**
Profit for the year					55,565
Other comprehensive income			-1,821	94	-
Total comprehensive income			**1,821**	**94**	**55,565**
Transactions with non-controlling interests					-1,348
Non-controlling interests on business combinations					
Dividends					-68,500
Share based payments				5,256	
Other					234
Total transactions with owners				**5,256**	**-69,614**
Balance per 30 June 2025	**548,000**	**94,061**	**-17,007**	**44,938**	**-205,107**
Balance per 1 January 2024	**548,000**	**94,061**	**-13,165**	**48,913**	**-224,560**
Profit for the year					54,818
Other comprehensive income			-1,499	98	-
Total comprehensive income			**-1,499**	**98**	**54,818**
Transactions with non-controlling interests					
Non-controlling interests on business combinations					
Dividends					-20,500
Share based payments				5,368	
Other				-426	410
Total transactions with owners				**4,943**	**-20,090**
Balance per 30 June 2024	**548,000**	**94,061**	**-14,663**	**53,953**	**-189,832**

Total attributable to the owners of SD Worx	Non-controlling interests	Total Equity
475,407	1,458	476,865
55,565	207	55,772
-1,727	-	-1,727
53,838	207	54,045
-1,348	160	1,188
-		-
-68,500	-312	-68,312
5,256		5,256
234	-148	87
-64,358	-300	-64,658
464,886	1,366	466,253
453,250	1,246	454,496
54,818	84	54,901
-1,400	-	-1,400
53,417	84	53,501
-20,500		-20,500
5,368		5,368
-16	28	12
-15,148	28	-15,120
491,519	1,357	492,877

Selected notes to the Interim Condensed Consolidated Statement

Note 1. General information

SD Worx NV (the "Company") is a limited liability company (naamloze vennootschap / société anonyme) incorporated in Belgium. The registered office is located at Brouwersvliet 2, 2000 Antwerp, Belgium. SD Worx NV is the holding company of the SD Worx group, which is structured in two sub-groups:

- SD Worx People Solutions provides services in the areas of Payroll & Reward, HCM services, Workforce management, and Talent management, as well as legal support, training, automation, and consulting services related to those fields; and
- SD Worx Staffing & Career Solutions is active in the areas of flexible work, temporary work, secondment, recruitment & selection, career guidance, outplacement, specific payroll for temporary workers and consultancy.

The interim condensed consolidated financial statements of SD Worx include SD Worx NV, its two sub-groups and their subsidiaries (all together "the Group") for the first six months ended 30 June 2025 were authorised for issue in accordance with a resolution of the directors on 25 August 2025.

Note 2. Summary of significant accounting policies

The principal accounting policies applied in the preparation of the interim condensed consolidated financial statements are set out below.

Basis of preparation

These interim condensed consolidated financial statements of the Group have been prepared in compliance with IAS 34 – Interim Financial Reporting as adopted by the European Union. They do not include all the information required for the preparation of consolidated financial statements in compliance with International Financial Reporting Standards ("IFRS").

These interim condensed consolidated financial statements do not include all the information and disclosures required for annual consolidated financial statements and should therefore be read in conjunction with the financial statements for the year ended 31 December 2024.

Changes in accounting policies and disclosures

The accounting policies applied to prepare these interim consolidated financial statements are consistent with the accounting policies as disclosed in the annual report of the accounting year ended 31 December 2024, except for the adoption of new standards effective as of 1 January 2025. The Group has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective.

Amendments to IAS 21 *The Effects of Changes in Foreign Exchange Rates: Lack of Exchangeability* were applied for the first time in 2025, but did not have an impact on the Group's interim condensed consolidated financial statements.

Note 3. Critical accounting judgements and key sources of estimation uncertainty

The preparation of the Group's interim condensed consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

The actual outcome may differ from these judgments, estimates, and assumptions, and therefore could have a material effect on the carrying amount of the asset or liability involved. In preparing these interim condensed consolidated financial statements, the Group has applied consistent judgement in applying the Group's accounting policies, and the key sources of estimation uncertainty were the same as those that applied as at 31 December 2024.

Note 4. Group structure

On 12 February 2025, the Group performed a buyout of the minority shareholders of huapii BV. Prior to the transaction, the Group held 80% of the outstanding shares. Upon completion of the transaction, the Group is the sole shareholder of the entity. The entity is subsequently merged with the company SD Worx People Solutions NV.

On 17 June 2025, the Group executed the forward purchase agreement that was in place between the Group and the minority shareholders of its subsidiary Romanian Software SRL to acquire the remaining 20%. Upon completion of the transaction, the Group is the sole shareholder of the entity.

Except for the new business combinations listed in note 5, there were no other significant changes to the group structure compared to 31 December 2024, other than legal simplifications of the group structure.

Note 5. Business combinations

New acquisitions made during the first six months of 2025

During the first six months of 2025, the Group entered into the following new business combinations.

<u>AF Consulting</u>

On 24 June 2025, the Group acquired all of the outstanding shares of AF Consulting SaS (also referred to as "Socialea"). The company, with headquarter in Pointoise (France), is an advisory firm that specializes in payroll outsourcing, human resources, and consulting services. Through the acquisition, the Group strengthens its presence within the French market. Part of the acquisition price will be settled through an earn out, calculated based on the financial performance of the company, and capped at a maximum amount.

<u>Elco</u>

On 26 June 2025, the Group acquired 70% of the outstanding shares of Elco SaS, an Italian company with registered office in Novara. The company provides payroll services to its customers, mainly situated within the Piemonte region in Italy. Through the acquisition, the Group strengthens its presence within the Italian market. Part of the acquisition price will be settled through an earn out, calculated based on the financial performance of the company. The Group has a forward purchase agreement with the minority shareholders to acquire the remaining 30% of the outstanding shares.

Impact on the financials

These acquired business together did not contribute to the consolidated profit and loss of the Group during the first six months of 2025. If the above acquisitions had occurred on 1 January 2025, management estimates that the consolidated revenue would have been thousand € 650,811 and the consolidated net result for the year would have been thousand € 55,950.

Details of the consideration transferred, the net assets acquired and the goodwill following these transactions is presented below:

	Note	Amounts in thousand €
Cash and cash equivalents		1,163
Intangible assets		2
Property, plant and equipment		68
Right-of-use assets		-
Financial assets		23
Receivables		941
Provisions		-
Borrowings and lease liabilities		-74
Payables		-603
Employee benefit obligations		-255
Net deferred tax assets/(liabilities)		-
Net assets acquired		1,264
Less: Non-controlling interest		-
Add: Goodwill	12	9,048
Total consideration transferred		**10,312**
Of which: Cash paid		9,212
Contingent consideration		1,100

The fair values presented above are provisional pending the completion of their final valuation. The additional goodwill mainly consists out of expected long-term synergies, workforce acquired and other competitive advantages such as the possibility to offer services in multiple regions, customer contracts, brand names and software. None of the goodwill is deductible for tax-purposes.

The fair value of receivables assumed was deemed to equal the carrying value of the receivables at the date of acquisition. The Group did not adjust the receivables for any differences between the amounts to which it is contractually entitled and the amounts which it expects to collect.

The contingent considerations depend on the realization of future results.

The reconciliation with the Consolidated Statement of Cash Flow is summarized below:

	Note	Amounts in thousand €
Cash paid		-9,212
Cash and cash equivalents obtained		1,163
Net cash outflow on acquisition of subsidiaries		**-8,050**

Acquisition related costs with regards to these transactions of thousand € 15 are included in “Acquisition costs” as part of the category “Services and other goods”.

Adjustments to purchase price allocations in 2025 relating to acquisitions from 2024

During the year ended 31 December 2024, the Group entered into the following business combinations.

- 80% of the issued shares of Romanian Software S.R.L on 25 April 2024;
- 100% of the issued shares of Tribeperk Sp.z o.o, on 15 May 2024;
- 100% of the issued shares of The Mushroom Factory BV, on 6 August 2024;
- 100% of the issued shares of F2A on 30 October 2024; and
- 100% of the issued shares of Geonex NV on 4 December 2024.

Further disclosure on the transactions, the rationale of acquisition, and the impact thereof on the financial results is provided in last year's financial statements. During the year ended 31 December 2024, the Group had accounted for provisional purchase price allocations relating to these transactions.

In the course of 2025, and within the measurement period, the purchase price allocation for Romanian Software S.R.L and Tribeperk Sp.z o.o was finalized. The purchase price allocation for other business combinations will be completed during the second half of the year 2025, within the measurement period.

The following table summarizes the effects of adjustments made to the fair value of assets and liabilities.

Amounts in thousand €	Note	As previously reported	Adjustment	Adjusted
Cash and cash equivalents		13,777		13,777
Intangible assets		74,450		74,450
Property, plant and equipment		1,163		1,163
Right-of-use assets		6,647		6,647
Inventory		391		391
Financial assets		9		9
Receivables		41,753		41,753
Provisions		-18		-18
Borrowings and lease liabilities		-91,491		-91,491
Other financial liabilities		-11,737		-11,737
Payables		-30,344		-30,344
Employee benefit obligations		-5,397		-5,397
Net deferred tax assets/(liabilities)		-13,307	-1,697	-15,005
Net assets acquired		-14,105	-1,697	-15,802
Add: Goodwill		183,083	1,697	184,780
Total consideration transferred		**168,978**	**-**	**168,978**

Note 6. Segment reporting

The Group reports its performance based on the 2 subgroups around which it is structured: People Solutions and Staffing & Career. Such reporting is performed up to the level of EBITDA, which is determined in compliance with IFRS. The segment reporting is provided on a regular basis to the members of the executive committee as well as the board of directors, which the Group has identified as the chief operating decision-maker. Other elements below EBITDA are not reported on a segment level. We refer to note 21 for more information around EBITDA as an alternative performance measure.

The Group does not report on its balance sheet or the cashflow statement at the segment level. Capital expenditure is however a measure monitored on a segment level. In this context capital expenditure is defined as additions to intangible assets, and property, plant and equipment, but presented net of government grants obtained.

The following tables provide the financial information on a segment level. The comparative table for the period ended 30 June 2024 has been adjusted to reflect a reallocation of several CGUs from Staffing & Career to People Solutions. As a result, revenues totalling million € 2.2 and EBITDA totalling million € 0.5 was reassigned between both segments.

6 month period ended 30 June 2025 Amounts in thousand €	**People Solutions**	**Staffing & Career**	**Inter-segment**	**Total**
Revenue with external customers	545,007	104,022		649,029
Intersegment revenue	418	361	-779	-
Revenue	**545,425**	**104,383**	**-779**	**649,029**
Operating costs	-428,418	-96,915	779	-524,553
Segment EBITDA	**117,007**	**7,468**	**-**	**124,476**
Capital expenditure	29,734	399	-	30,133
Segment assets	1,281,200	134,429	-131,192	1,284,437

6 month period ended 30 June 2024 Amounts in thousand €	**People Solutions**	**Staffing & Career**	**Inter-segment**	**Total**
Revenue with external customers	480,774	100,997		581,771
Intersegment revenue	421	940	-1,361	-
Revenue	**481,195**	**101,937**	**-1,361**	**581,771**
Operating costs	-367,126	-102,935	1,361	-468,699
Segment EBITDA	**114,069**	**-998**	**-**	**113,071**
Capital expenditure	24,986	342	-	25,329
Segment assets	1,287,715	134,173	-123,102	1,298,786

A reconciliation between segment EBITDA and net result for each of the respective periods presented above is provided in the summary table below.

Amounts in thousand €	30 Jun 2025	30 Jun 2024
Segment EBITDA	**124,476**	**113,071**
Depreciations, amortisations and impairment	-46,041	-34,268
Net finance costs	-8,097	-2,647
Share of profit of associates	55	21
Taxes	-14,622	-21,276
Profit for the year	**55,772**	**54,901**

Geographical segmentation

A geographic split of the non-current assets - other than financial instruments, deferred tax assets and post-employment benefit assets - for the country of domicile, Italy, and the Netherlands as well as for all other countries is presented in the table below.

Amounts in thousand €	30 Jun 2025	31 Dec 2024
Belgium	243,079	241,540
Italy	223,259	224,910
Netherlands	83,563	83,148
Other	298,257	308,528
Total	**848,159**	**841,673**

No other country had non-current assets - other than financial instruments, deferred tax assets and post-employment benefit assets - (as shown above) greater than 10% of the Group total.

Refer to note 7 for more information on entity-wide information on revenue per geography.

Note 7. Revenue from contracts with customers

Solutions & services

The Group's revenue from contracts with customers is disaggregated following the two main business segments: SD Worx People Solutions and SD Worx Staffing and Career Solutions.

- SD Worx People Solutions includes a full range of solutions in the areas of payroll and HR Managed services, work force management as well as HR consulting services. The Group manages the segment by further disaggregating it into the solutions Payroll & Reward, HCM services and Workforce management.

- SD Worx Staffing & Career Solutions is active in the areas of flexible work, temporary work, secondment, recruitment & selection, career guidance, outplacement, specific payroll for temporary workers and consultancy. The Group manages the segment as one single solution.

Considering the close relationship between Payroll & Reward and HCM, the Group does not disaggregate financial performance of these 2 solutions, but monitors them on an aggregate basis.

Across these solutions, the Group offers multiple services. The entire service offering of the Group is disaggregated into 4 distinct categories which intersects with the solutions, resulting in a well-balanced portfolio offering. These categories of service offerings are Technology, Outsourcing, Expertise, and Data & Insights.

Revenue disaggregation

The table below disaggregates revenue based on the segments and solutions offered.

	6 month period ended	
Amounts in thousand €	30 Jun 2025	30 Jun 2024
SD Worx People Solutions	**545,425**	**481,195**
- Payroll & Reward / HCM services	510,070	448,110
- Workforce management	35,355	33,085
SD Worx Staffing & Career Solutions	**104,383**	**101,937**
Intersegment elimination	-779	-1,361
Total revenue from contracts with customers	**649,029**	**581,771**

SD Worx People Solutions saw its revenues growing with 14%. The growth is significantly driven by new business combinations from 2024 that mainly occurred during the second half of that year and as such are not yet included in the comparative figures. Organic growth was mainly influenced by price indexations and new product offerings, visible in most of the markets where the Group is present. Within the UK market, the Group faced several large contracts coming to an end, without subsequent renewal. During 2024, the Group realised additional one-off revenues in the Belgian market relating to supporting services it provides to customers regarding the social elections. As these elections only occur on a four yearly basis, such revenues were exceptional during 2024. The commission obtained through the customer fund cooperation agreement during 2025 is lower compared to prior year (refer to note 21 for more information).

Revenues at SD Worx Staffing & Career Solutions increased compared to last year. The Group believes that gross profits provide more useful insight into the performance of SD Worx Staffing & Career Solutions as opposed to revenue, and therefore evaluates the segment as such (refer to note 21 for further explanation on this APM). During the first six months of 2025, the gross profit with regards to SD Worx Staffing & Career Solutions amounted to thousand € 16,639 (thousand € 17,299 over the first six months of 2024).

Revenue per geography

The geographic split of the revenue of the Group is presented in the schedule below. This overview is prepared based on the country of incorporation of the subsidiaries of the Group. The segment 'Other' consists of other locations with individual revenue below million € 25.0.

	6 month period ended	
Amounts in thousand €	**30 Jun 2025**	**30 Jun 2024**
Belgium	357,855	350,830
Netherlands	86,665	80,878
Italy	51,695	148
Germany	46,713	44,275
UK	21,677	27,327
Other	84,423	78,313
Total revenue from contracts with customers	**649,029**	**581,771**

Seasonality of operations

The SD Worx Staffing & Career Solutions segment is subject to seasonal effects driven by shopping periods. During these periods, usually around the summer periods and the year-end holiday period, the need for additional flexible workforce is generally higher. As a result, higher revenue is usually being realized during these periods compared to the remainder of the year.

Due to the seasonal nature, higher revenues and operating profits are usually expected in the second half of the year rather than in the first six months. This information is provided to allow for a better understanding of the results; however, management has concluded that this is not 'highly seasonal' in accordance with IAS 34.

Note 8. Services and other goods

		6 month period ended	
Amounts in thousand €	**Note**	**30 Jun 2025**	**30 Jun 2024**
Facility costs		7,324	7,166
Information and technology		24,761	24,619
Hosting		9,210	8,735
Subcontracting		22,650	16,328
Marketing and communication		11,199	10,951
Professional fees		14,362	11,160
Commissions		2,215	1,791
Royalties		247	392
Acquisition related costs	5	1,050	159
Restructuring and integration		2,125	2,201
Insurance costs		1,127	1,181
Other		325	410
Total services and other goods		**96,595**	**85,093**

The total costs related to services and other goods have increased by thousand € 11,502 (or 14%). The main cost drivers behind the services and other goods are professional fees, subcontracting and information and technology.

Note 9. Employee benefits

Amounts in thousand €	Note	6 month period ended 30 Jun 2025	30 Jun 2024
Wages and salaries		295,276	258,643
Social security tax		69,948	60,656
Social insurances		2,761	2,377
Share based payment expense		5,256	5,368
Other employee benefits		32,365	30,640
Pensions and post-employment benefits		13,290	11,923
Training and education		1,270	1,598
Recruitment		1,063	912
External personnel		34,495	31,780
Capitalized to internal development projects		-27,267	-21,849
Total employee benefit expense		**428,457**	**382,046**
Of which direct costs	21	87,574	84,722

Employee benefit expenses amounted to thousand € 428,457, for over the first 6 months of 2025, compared with thousand € 382,046 over the comparative period. Although significantly higher than during the comparative period, the increase in employee benefit expense has remained approximatively on par with the increase in revenue.

The Group considers direct employee benefit expenses as those expenses relating to temporary workers and candidates which are recharged to clients as part of the revenues it obtains within the business segment SD Worx Staffing and Career Solutions.

Note 10. Financial result

Amounts in thousand €	Note	6 month period ended 30 Jun 2025	30 Jun 2024
Interest expense on loans and borrowings		-7,168	-4,499
Interest expense on pension plans		-180	-284
Interest expense on lease liabilities		-1,651	-1,339
Loss on sale of financial assets		-24	-
Other finance expense		-117	-22
Financial expenses		-9,140	-6,143
Interest income		146	183
Interest income on pension plans		9	85
Gain on the sale of financial assets		695	579
Other finance income		-14	14
Financial income		836	862
Net exchange difference relating to financing activities		207	2,634
Net financial result		**-8,097**	**-2,647**

The financial expenses are mainly driven by interests on the Group's loans and borrowings. These expenses consist of the annual interest charge on the Group's listed bond at 3.8% per annum and the interest charge on the Revolving Credit Facility. As the utilisation of the available Revolving Credit Facility is situated at a higher level during the first six months of 2025 compared to last year, the interest expense on loans and borrowings have increased accordingly.

Note 11. Income taxes

Recognized in the Consolidated Statement of Profit and Loss

		6 month period ended	
Amounts in thousand €	Note	30 Jun 2025	30 Jun 2024
Current year		18,408	15,967
Adjustments for prior year		-1,460	-225
Current tax expense/(income)		16,948	15,742
Origination and reversal of temporary differences		-780	-311
Utilization of previously recognized tax losses		257	5,845
Recognition current year's losses		-1,803	-
Recognition of previously unrecognized tax losses		-	-
Deferred tax expense/(income)		-2,325	5,534
Total tax expense		**14,622**	**21,276**

The Group recognized a tax expense of thousand € 14,622 for the period ended 30 June 2025 compared to thousand € 21,276 over the comparative period. The Group's effective tax rate for the periods sits at 21%, compared to 28% last year.

Deferred taxes on the Consolidated Statement of Financial Position

		6 month period ended	
Amounts in thousand €	Note	30 Jun 2025	30 Jun 2024
Net deferred tax asset at beginning of the year		**2,424**	**22,817**
Charged to income statement		2,325	-5,534
Recognized in other comprehensive income		-	-
Acquired through business combinations	5	-1,697	-
Exchange differences		110	-24
Other		-130	29
Net deferred tax asset at end of the period		**3,031**	**17,287**

During the first 6 months of 2025 the Group recognized additional deferred tax assets based on current losses realized during the current period to the extent the Group is confident that it can offset these losses with profits during the next half year, or that it can recover these losses in a subsequent year, based on forecast results. The Group adjusted the deferred taxes recognized as part of the acquisition of F2A, following a further refinement of the purchase price allocation.

Note 12. Goodwill

Goodwill acquired through business combinations is allocated by Group management to either of the following 2 clusters of cash-generating units for goodwill impairment purposes:

a) People Solutions, which provides services in HR & Payroll
b) Staffing & Career Solutions, which provides services in the areas of flexible and temporary employment

The following table shows the movements in goodwill for the first six months of each respective period.

Amounts in thousand €	Note	2025	2024
Gross book value		561,160	380,579
Accumulated impairment		-11,527	-11,527
Carrying value at 1 January		**549,633**	**369,052**
Acquired through business combinations	5	10,715	23,642
Disposals		-	-
Transfers		-	-
Impairment		-	-
Foreign exchange difference		-935	174
Gross book value		570,940	404,395
Accumulated amortization and impairment		-11,527	-11,527
Carrying value at 30 June		**559,413**	**392,868**

The increase in goodwill is explained by adjustments to the provisional goodwill recognized on the acquisition of F2A as well as new business combinations during 2025.

The Group performs its annual goodwill impairment testing at 31 December of each year. The Group performed an assessment of goodwill allocated to its cluster of cash-generating units as part of its interim financial reporting process. This assessment included a review of both internal and external sources of information to identify any potential indicators of impairment. As of 30 June 2025, no indicators of impairment were identified for any of the clusters of cash-generating units.

Note 13. Intangible assets

6 month period ended 30 June 2025 Amounts in thousand €	Note	Software	Customer Contracts	Other Intangible assets	Total
Gross book value		321,143	82,618	7,195	410,955
Accumulated amortisation		-193,190	-19,410	-4,736	-217,337
Carrying value at 1 January		**127,952**	**63,208**	**2,458**	**193,619**
Additions		29,134	-	145	29,279
Government grants (-)		-767	-	-	-767
Amortisation		-22,342	-5,290	-777	-28,409
Disposals		-47	-	-	-47
Acquired through business combinations	5	-	-	2	2
Foreign exchange difference		-152	286	-14	121
Other		146	15	-174	-13
Gross book value		348,188	83,146	7,148	438,481
Accumulated amortisations		-214,263	-24,926	-5,507	-244,697
Carrying value at 30 June		**133,924**	**58,219**	**1,641**	**193,784**

6 month period ended 30 June 2024 Amounts in thousand €	Note	Software	Customer Contracts	Other Intangible assets	Total
Gross book value		204,353	39,173	1,449	244,976
Accumulated amortizations		-111,902	-12,915	-1,110	-125,928
Carrying value at 1 January		**92,451**	**26,258**	**339**	**119,048**
Additions		24,014	-	56	24,070
Government grants (-)		-375	-	-	-375
Amortisation		-16,852	-2,742	-103	-19,698
Disposals		-	-	-	-
Acquired through business combinations	5	237	-	910	1,147
Foreign exchange difference		-12	-327	-	-339
Other		45	-	41	86
Gross book value		228,511	38,695	3,708	270,913
Accumulated amortisation		-129,002	-15,506	-2,466	-146,974
Carrying value at 30 June		**99,508**	**23,189**	**1,242**	**123,939**

The Group's intangible assets increased by thousand € 166 during the first six months ended 30 June 2025, relating primarily to the in-house development of software (thousand € 29,134), largely offset by the current period amortisation (thousand € 28,409).

Software

Software consists of internally developed software or externally acquired. The software developed by the Group is used to provide services to customers. Externally acquired software relates mainly to backoffice applications. The investments in the current period related primarily to the Group's ongoing development of different Payroll & Reward systems in order to create a comprehensive End-to-End HR platform.

Internally developed software is considered under development until it is ready for use in the manner intended by the Group. The ready for use criteria is assessed for each software project separately, if a software project can be split into different modules, each module is assessed separately if it can be used without the completion of other modules within the software. The assessment occurs on a quarterly basis, evaluating multiple criteria such as results from pilot projects and expected marketability of the software in its current state. At 30 June 2025, thousand € 31,563 of software was under development (31 December 2024: thousand € 21,301).

To a lesser extent, software will also include externally acquired software, which relates mainly to back-office applications.

Commitments

At 30 June 2025, there were no open commitments by the Group to acquire any intangible assets.

Note 14. Share capital & reserves

Share capital

Ordinary shares issued and fully paid	2025		2024	
	Number	thousand €	Number	thousand €
At 1 January	**30,291,646**	**548,000**	**30,291,646**	**548,000**
Increase	-	-	-	-
Decrease	-	-	-	-
At 30 June	**30,291,646**	**548,000**	**30,291,646**	**548,000**

The par value of each share is € 18.09. All shares issued have been fully paid, have equal voting rights, and are entitled to dividend.

Dividends

Over the year ended 31 December 2024, the Group proposed a total dividend distribution of thousand € 118,500 (or € 3.91 per share). During the first six months of 2025, the Group settled the total dividend.

Note 15. Employee benefit obligations

The Group has several pension schemes and other long-term defined benefit plans in several countries in which the Group operates. The net liability recognized in the statement of financial position is summarized as follows:

Amounts in thousand €	Note	30 Jun 2025	31 Dec 2024
Post-employment benefits		24,821	25,465
Long-term benefits		4,901	4,694
Employment benefit obligations		**29,722**	**30,159**
Less Pension assets		5,852	5,915
Net liability		**23,869**	**24,244**

Post-employment obligations

The following table provides a numerical reconciliation of the net liability of the post-employment obligations:

Amounts in thousand €	Note	6 month period ended 30 Jun 2025	30 Jun 2024
Net liability/(asset) at beginning of year		**19,550**	**3,785**
Service cost recognized		5,128	4,598
Net interest income		101	199
Total remeasurements in OCI		-94	-98
Acquired through business combinations	5	255	-
Employer contribution		-6,010	-6,215
Foreign exchange difference		38	-120
Net liability/(asset) at reporting date		**18,968**	**2,148**

Note 16. Net debt position

The Group monitors its capital basis through its net debt position, which is calculated by adding all short and long-term interest-bearing loans and borrowings, and deducting the available cash and short-term deposits.

Amounts in thousand €	Note	30 Jun 2025	31 Dec 2024
Borrowings and lease liabilities (non-current)		378,674	423,361
Add Borrowings and lease liabilities (current)		106,666	26,624
Less Cash and cash equivalents		-139,336	-118,569
Net Financial Debt/(Cash)		**346,004**	**331,417**

Considering the maturity date of the SD Worx subordinated bond, falling due at 11 June 2026, the amount is transferred in full to the current liabilities on 30 June 2025.

Financial covenants on the SD Worx Revolving Facility Agreement and the Subordinated Bond are tested bi-annually on a rolling last-12-month basis. On 30 June 2025, there is no breach and no event of default with respect to either of these instruments.

Cash and cash equivalents

Amounts in thousand €	Note	30 Jun 2025	31 Dec 2024
Money market fund investments		46,924	37,273
Short-term deposits		5	2,308
Gross cash at bank and petty cash		97,097	79,218
Less Funds held for clients		-4,689	-230
Total cash and cash equivalents		**139,336**	**118,569**

Cash equivalents include short term deposits as well as investments in money market funds.

Money market funds are highly liquid investments made by the Group as part of their day-to-day cash management. Investments made in money market funds relate to the BNP Paribas InstiCash, which is a highly regulated investment for which the Group can convert its invested funds back into cash at any given time. The Group has assessed the investment policy applied by the fund and has deemed that the net asset value of the individual shares is subject to minimal changes in value. The Group therefore considers the investment to qualify as a cash equivalent. The money market funds are valued at the net asset value of a share at the reporting date.

As part of their operations, the Group occasionally holds funds on behalf of their clients. Although these amounts are present on a bank account controlled by the Group, the use of this cash is restricted. The Group therefore does not present these funds as part of cash and cash equivalents on the face of the consolidated statement of financial position.

Reconciliation to statement of cash flows

Amounts in thousand €	Note	1 Jan 2025	Cash flows
Borrowings:			
- Subordinated bond		81,047	-3,040
- Revolving Credit Facility Agreement		284,660	35,224
- Other loans		162	-162
Lease liabilities		57,492	
Other financial liabilities			
- Earn outs and deferred payments		13,029	
Financial liabilities (non-current)		436,390	32,022
Borrowings:			
- Subordinated bond			
- Bank overdraft		691	-691
- Other loans		219	-422
Lease liabilities		25,714	-15,979
Other financial liabilities			
- Earn outs and deferred payments		8,236	-7,486
- Dividends payable		50,000	-118,500
- Other		188	0
Financial liabilities (current)		85,048	-143,078
Total liabilities from financing activities		**521,438**	**-111,056**

Amounts in thousand €	Note	1 Jan 2024	Cash flows
Borrowings:			
- Subordinated bond		80,681	-3,040
- Revolving Credit Facility Agreement		70,426	-2,178
- Other loans		291	
Lease liabilities		52,728	
Other financial liabilities			
- Earn outs and deferred payments		1,680	
Financial liabilities (non-current)		205,806	-5,218
Borrowings:			
- Other loans		365	-758
Lease liabilities		22,120	-12,880
Other financial liabilities			
- Earn outs and deferred payments		3,774	
- Dividends payable		60,000	-75,766
Financial liabilities (current)		86,259	-89,405
Total liabilities from financing activities		**292,065**	**-94,623**

Non-cash movements				
Recognized in P&L	Business combinations	Exchange differences	Other	30 Jun 2025
1,777			-79,784	-
5,264				325,148
				-
		-10	-3,956	53,526
639	1,100		-3,560	11,208
7,680	1,100	-10	-87,300	389,882
			79,784	79,784
				-
116	74		117	103
1,651		90	15,303	26,779
312			3,559	4,622
			68,812	312
			6	194
2,079	74	90	167,581	111,794
9,759	**1,174**	**80**	**80,282**	**501,676**

Non-cash movements				
Recognized in P&L	Business combinations	Exchange differences	Other	30 Jun 2024
1,703				79,344
2,143				70,391
			-32	259
		58	2,096	54,882
	1,250		-502	2,428
3,846	1,250.0	58	1,561	207,304
438	142		32	219
1,339		-55	10,804	21,327
-99	4,800		519	8,995
			20,500	4,734
1,678	4,942	-55	31,855	35,275
5,524	**6,192**	**4**	**33,416**	**242,579**

The following table reconciles the cash flow arising from liabilities from financing activities with the relevant captions within the consolidated statement of cashflow.

Amounts in thousand €	Note	6 month period ended 30 Jun 2025	30 Jun 2024
Proceeds from borrowings		57,000	-
Repayment of borrowings		-16,025	-317
Repayment of lease liabilities		-14,298	-11,629
Interest paid		-11,747	-6,911
Dividends paid		-118,500	-75,066
Settlement of contingent consideration		-7,486	-700
Total cashflow from liabilities from financing activities		**-111,056**	**-94,623**

Note 17. Fair value

The Group applies the following hierarchy for determining the fair value of financial instruments, by valuation technique.

- Level 1: listed prices in active markets;
- Level 2: other methods in which all variables that have a significant effect on the calculated fair value are observable, either directly or indirectly;
- Level 3: techniques using variables which have a significant effect on the recorded fair value, but are not based on observable market data.

The following table provides an overview of assets measured at fair value:

Amounts in thousand €	Note	Level 1	Level 2	Level 3	Total
30 Jun 2025					
Investments at fair value through profit and loss		-	-	54	54
Money market fund investments		46,924	-	-	46,924
31 Dec 2024					
Investments at fair value through profit and loss		-	-	141	141
Money market fund investments		37,237	-	-	37,237

Level 1 fair value of money market fund investments relate to the following investments, which are based on the official published NAV of the related fund.

Fund name	ISIN	Quantity	NAV
BNP PARIBAS INSTICASH EUR 1D - EUR	LU0094219127	315,063	148.936

The table below provides an overview of the fair values together with the carrying amounts shown in the statement of financial position of the different financial instruments:

Amounts in thousand €	Note	30 Jun 2025 Carrying amount	30 Jun 2025 Fair value	31 Dec 2024 Carrying amount	31 Dec 2024 Fair value
Financial assets					
- Investments		54	54	141	141
- Short-term deposits		644	644	452	452
- Cash guarantees		1,942	1,942	2,022	2,022
- Other		1,997	1,997	2,306	2,306
Total assets		**4,636**	**4,636**	**4,921**	**4,921**
Borrowings					
- Subordinated bond		79,784	81,440	81,047	82,009
- Senior Facilities Agreement		325,148	325,148	284,660	284,660
- Bank overdraft		-	-	691	691
- Other loans		103	103	382	382
Lease liabilities		80,305	80,305	83,206	83,206
Other financial liabilities					
- Earn outs and deferred payments		15,830	15,830	21,451	21,451
- Dividends payable		312	312	50,000	50,000
Total liabilities		**501,482**	**503,138**	**521,438**	**522,400**

Financial assets consist of investments in other companies not accounted for as associates, cash guarantees and other financial assets. These assets are considered to have a fair value of level 3. The fair value is not deemed to deviate significantly from their carrying amount.

All financial liabilities are considered to have a level 2 fair value, with the exception of the subordinated bond, for which an active market could be identified, therefore qualifying it as a level 1 fair value.

Note 18. Contingent liabilities

The Group is subject to claims, which fall in the normal course of the business. For claims in which the Group believes a cash outflow will be probable, a provision is recognized. Any claims for which no provision is currently recognized are not likely, on aggregate, to have a material adverse effect on the financial position of the Group. There have been no significant changes compared to 31 December 2024.

Note 19. Related party disclosures

The Group has an agreement with WorxInvest NV to assign part of the net income that is obtained by WorxInvest NV through referred customers by the Group (the customer fund cooperation agreement). The related income is attributed to the Group as commission income. The income is calculated based on the net financial income generated by these customers and takes into consideration any other forms of income the Group might have obtained through other agreements. The commission is settled on a quarterly basis and is presented as part of revenue in the consolidated statement of profit and loss. In the current period, the Group recognized thousand € 16,726 of revenue under this agreement (thousand € 18,064 in the comparative period).

Note 20. Events after the balance sheet date

On 30 July 2025, the Group refinanced its existing Revolving Credit Facility agreement. Under the new Facilities agreement, the Group has access to a term loan of million € 300.0 and a revolving credit facility of million € 500.0. Both facilities are unsecured facilities under a negative pledge with several subsidiaries of the Group act as guarantors. In addition, the Group will ensure a cashflow cover of at least 1.05x and an adjusted leverage below 3.00x.

There were no other significant events after the balance sheet date.

Note 21. Alternative performance measures

Alternative performance measures ("APMs") present useful information which supplements the Group's financial statements and which allows the reader of the financial statements to better understand the financial state of the Issuer and the wider Group. These measures are not defined under IFRS and may not be directly comparable with APMs for other companies. The APMs represent important measures for how management monitors the company and its business activity. The APMs are not intended to be a substitute for, or superior to, any IFRS measures of performance. Some of the financial information presented in our annual reports contains APMs. These include EBITDA, Adjusted EBITDA, and Gross profit. Please see further for the definition of these APMs and the reconciliation with IFRS measures.

Adjustments

Adjustments means the revenues and expenses of which, in case of a change of control, an acquirer has the choice or option (mid- or long-term) to not realize those revenues or incur those expenses. In other words, expenses or revenues which are not part of the recurring business operations of the Group. These adjustments mainly relate to:

- Restructuring and integration costs
- Acquisition and transaction costs
- Non-committed stock-based compensations

The Group considers its stock-based compensations plans as non-committed in the sense that currently no active plan or commitment exists to reissue a new plan in the upcoming years.

EBITDA and Adjusted EBITDA

EBITDA is defined as earnings before net finance costs, income taxes, depreciations, and amortisation. Adjusted EBITDA means EBITDA excluding adjustments.

As an explanation for the use of this APM, EBITDA provides an analysis of the operating results, excluding depreciation and amortisation, as they are non-cash variables which can vary substantially from company to company depending on accounting policies and the accounting value of the assets. Additionally, it is an APM which is widely used by investors when evaluating businesses (multiples valuation), as well as by rating agencies and creditors.

The following table provides a reconciliation of EBITDA and Adjusted EBITDA of the Group.

Amounts in thousand €	Note	6 month period ended 30 Jun 2025	6 month period ended 30 Jun 2024
Operating profit		**78,435**	**78,804**
Depreciations and amortisations		46,041	33,750
Impairment of assets		-	518
EBITDA		**124,476**	**113,071**
Restructuring & integration costs		4,102	2,226
Acquisition & transaction costs		1,050	159
Non-committed stock-based compensations		5,256	5,368
Profit/(Loss) from material business and asset disposal		-	-
Other non-operating income/expense		153	129
Adjusted EBITDA		**135,036**	**120,954**

Gross profit

Gross profit is calculated only for SD Worx Staffing & Career Solutions. This APM is determined as the difference between revenues from contracts with customers and direct employee benefit expenses. Although the Group presents the statement of profit and loss by nature, this APM, calculated on a by function basis, is used to measure the extent to which the Group is able to recharge the costs relating to temporary workers and candidates to its clients.

The following table provides a reconciliation of the gross profit. The comparative figures in this table have been adjusted to reflect a reallocation of several CGUs from Staffing & Career to People Solutions.

Amounts in thousand €	Note	6 month period ended 30 Jun 2025	6 month period ended 30 Jun 2024
Revenue relating to Staffing & Career Solutions	7	104,383	101,937
Direct employee benefit expenses	9	-87,574	-84,722
Other direct expenses/revenues		-170	85
Gross profit		**16,639**	**17,299**

Statement on the interim financial report

To the best of our knowledge:

1. The Interim Condensed Consolidated Financial Statements, prepared in accordance with the applicable accounting standards, give a true and fair view of the assets, financial situation and results of SD Worx;
2. Provides the interim annual report for the first half of the current financial year, containing a true and fair view of the information that is required to be included within.

Compliance certificate

The Group confirms that the Adjusted Leverage does not exceed 4:1 as per the Reference Date 30 June 2025.

On behalf of the company

Filip Dierckx (Aug 25, 2025 15:55:35 GMT+2)

Filip Dierckx
Chairman of the
Board of Directors

Sebastiaan Peeters

Sebastiaan Peeters (Aug 25, 2025 14:10:08 GMT+2)

Sebastiaan Peeters
Chief Financial Officer

Jakob Verdonck

CEO

Jakob Verdonck (Aug 25, 2025 15:05:21 GMT+2)

Deloitte.

SD Worx NV

Report on the review of the consolidated interim financial information for the six-month period ended 30 June 2025

sd worx

Report on the review of the consolidated interim financial information of SD Worx NV for the six-month period ended 30 June 2025

In the context of our appointment as the company's statutory auditor, we report to you on the consolidated interim financial information. This consolidated interim financial information comprises the consolidated condensed statement of financial position as at 30 June 2025, the condensed consolidated statement of profit and loss, the condensed consolidated statement of comprehensive income, the condensed consolidated statement of changes in equity and the condensed consolidated statement of cash flows for the period of six months then ended, as well as selective notes 1 to 21.

Report on the consolidated interim financial information

We have reviewed the consolidated interim financial information of SD Worx NV ("the company") and its subsidiaries (jointly "the group"), prepared in accordance with International Accounting Standard (IAS) 34, "Interim Financial Reporting" as adopted by the European Union.

The condensed consolidated statement of financial position shows total assets of 1 288 896 (000) EUR and the condensed consolidated statement of profit and loss shows a consolidated profit (group share) for the period then ended of 55 772 (000) EUR.

The board of directors of the company is responsible for the preparation and fair presentation of the consolidated interim financial information in accordance with IAS 34, "Interim Financial Reporting" as adopted by the European Union. Our responsibility is to express a conclusion on this consolidated interim financial information based on our review.

Scope of review

We conducted our review of the consolidated interim financial information in accordance with International Standard on Review Engagements (ISRE) 2410, "Review of interim financial information performed by the independent auditor of the entity". A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit performed in accordance with the International Standards on Auditing (ISA) and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion on the consolidated interim financial information.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the consolidated interim financial information of SD Worx NV has not been prepared, in all material respects, in accordance with IAS 34, "Interim Financial Reporting" as adopted by the European Union.

Signed at Antwerp.

The statutory auditor

Deloitte Bedrijfsrevisoren/Réviseurs d'Entreprises BV/SRL
Represented by Ben Vandeweyer

About SD Worx

SD Worx believes that success starts with people. A thriving workforce doesn't just build a thriving company, it also contributes to society. Together with its customers, SD Worx sparks successful HR that benefits work, life and society.

As the trusted leading European HR and payroll solutions partner for all organisations and workers, SD Worx delivers software, services and expertise across payroll & reward, human capital management and workforce management. SD Worx has deep roots across Europe and has been leading the way for eight decades together with its customers, employers big and small, to spark employee engagement that ignites success at the heart of their business.

About 95,000 small and large organisations across Europe place their trust in SD Worx. The almost 10,000 colleagues operate in 27 countries. SD Worx calculates the salaries of approximately 6 million employees and ranks among the top five worldwide. It achieved a revenue of EUR 1.180 billion in 2024.

More info on www.sdworx.com / Follow us via LinkedIn

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