

Verve Group SE

Sweden / Application Software
 Nasdaq First North Premier & FSE
 Bloomberg: VRV GR
 ISIN: SE0018538068

Q4/25 results

RATING
BUY

PRICE TARGET
€ 4.50

Return Potential 267.0%
 Risk Rating High

OPERATIONS ON TRACK; LIQUIDITY MANAGEMENT NOW IN FOCUS

A welcome rebound in operational performance following the platform unification phase highlighted Q4 reporting, but, as suspected, the results revealed working capital as the primary culprit behind the elevated cash consumption communicated with recent prelims. On the earnings call, management discussed plans to normalise working capital and rein in leverage. We consider the WC flare-up to be more transitory than structural and believe improvements should become visible in H1/26. The digital ad market looks supportive with market watchers forecasting solid growth, and Verve should continue to take market share with its enhanced technology stack, which already showed tangible benefits in Q4. We have aligned our 2026 forecasts with the midpoint of guidance and maintain our Buy rating with an unchanged TP of €4.5 (upside: 267%).

Operations on track; liquidity management now in focus December quarter results showcased the greater potency of Verve's tech stack following last year's platform unifications. The performance was highlighted by a solid uptick in gross margin to 45% (+8PP QoQ). Roughly half of this uptick can be traced to the unified supply-side-platform, while seasonal effects provided the rest of the boost. With operations back on track, management now intend to normalise working capital, which rose sharply in H2/25. This is due to both strong growth in Q4 and the underutilisation of the receivables securitisation facility. Verve brass noted additional scope of €20m under the current framework with securitisation partners and are working to gradually raise the facility's current €100m ceiling to around €150m, which should be adequate to support expected revenue growth and keep working capital in check.

Other call takeaways Management also acknowledged that the high leverage ratio is hurting the equity story and will prioritise liquidity management over short-term M&A in order to compress the 3.0x leverage ratio (Net debt / TTM AEBITDA) recorded at YE25, although no guidance was given for this KPI. CapEx will . . . (p.t.o.)

FINANCIAL HISTORY & PROJECTIONS

	2023	2024	2025	2026E	2027E	2028E
Revenue (€m)	322.0	437.0	550.9	705.2	791.2	838.1
Y-o-y growth	-0.8%	35.7%	26.1%	28.0%	12.2%	5.9%
EBIT (€m)	95.2	133.2	134.4	165.2	185.2	198.2
EBIT margin	29.6%	30.5%	24.4%	23.4%	23.4%	23.7%
Net income (€m)	57.4	40.9	17.7	54.9	61.4	72.1
EPS (diluted) (€)	0.36	0.24	0.09	0.27	0.31	0.36
DPS (€)	0.00	0.00	0.00	0.00	0.00	0.00
FCF (€m)	33.8	-25.1	-34.2	63.4	99.1	115.5
Net gearing	83.7%	77.9%	105.4%	99.2%	81.6%	62.0%
Liquid assets (€m)	121.7	146.7	89.0	28.9	73.1	138.1

RISKS

Risks include but are not limited to: financing, technology, and regulatory risks.

COMPANY PROFILE

Verve Group SE is a fast-growing, profitable digital media company that provides AI-driven ad-software solutions. The company matches global advertiser demand with publisher ad-supply, enhancing results through first-party data from its own content, while pursuing its "Let's make media better" mission.

MARKET DATA

As of 23 Feb 2026

Closing Price € 1.23
 Shares outstanding 200.00m
 Market Capitalisation € 245.20m
 52-week Range € 1.23 / 4.24
 Avg. Volume (12 Months) 252,946

Multiples	2025	2026E	2027E
P/E	13.4	4.5	4.0
EV/Sales	1.3	1.0	0.9
EV/EBIT	5.1	4.2	3.7
Div. Yield	0.0%	0.0%	0.0%

STOCK OVERVIEW



COMPANY DATA

As of 31 Dec 2025

Liquid Assets € 89.03m
 Current Assets € 231.70m
 Intangible Assets € 972.90m
 Total Assets € 1,252.50m
 Current Liabilities € 524.70m
 Shareholders' Equity € 423.10m

SHAREHOLDERS

Bodhivas GmbH 23.2%
 Oaktree Capital Mngt 19.9%
 Lombard International 5.0%
 Nordnet Pensionsförsäkring 4.6%
 Free Float 47.4%



. . . likely remain at ~€40m this year. Verve needs to invest in technology to maintain its competitive advantages, but this amount will represent a lower ratio of sales. The ongoing expansion of its sales force already paid off in Q4, as evidenced by solid customer growth, but the full impact of the €10m spent on sales hires to better penetrate America's 4k+ agencies remains the wild card for revenue performance this year. Verve management said it takes about 9 to 15 months for newly onboarded sales staff to hit their full stride. Guidance for 2026 only considers a conservative performance from the newcomers, leaving scope to outperform. Finally, Q1 business is off to a good start, and the improved gross margin is providing uplift. However, the March quarter will have to overcome: (1) further Fx headwinds; (2) the loss of a key customer; and (3) hard prior year comps including Q1/25 OSG of 16%. We thus expect momentum to build throughout the year.

FOURTH QUARTER HIGHLIGHTS

Verve switched its revenue recognition methodology following the unification of its SSP platforms. Under IFRS, certain revenue streams on an agent basis, which were previously recognised as net revenue, are now on a principal basis and recognised as gross revenue. Neither EBITDA nor balance sheet line items are affected by the updated methodology.

Table 1: Q4 results vs prior year comps and FBe

EURm	Q4/25	Q4/25E	Variance	Q4/24	Variance	2025	2024	Variance
Revenue (reported)	194	202	-4%	144	34%	551	437	26%
Revenue (LFL)	194	202	-4%	176	10%	602	555	8%
Gross profit	87	83	4%	71	21%	236	200	18%
Margin	45%	41%	-	40%	-	39%	36%	-
EBITDA	46	46	0%	44	4%	121	129	-6%
Margin	24%	23%	-	25%	-	20%	23%	-
AEBITDA	49	47	3%	49	0%	134	133	1%
Margin	25%	23%	-	27%	-	22%	24%	-

Source: First Berlin Equity Research; Verve

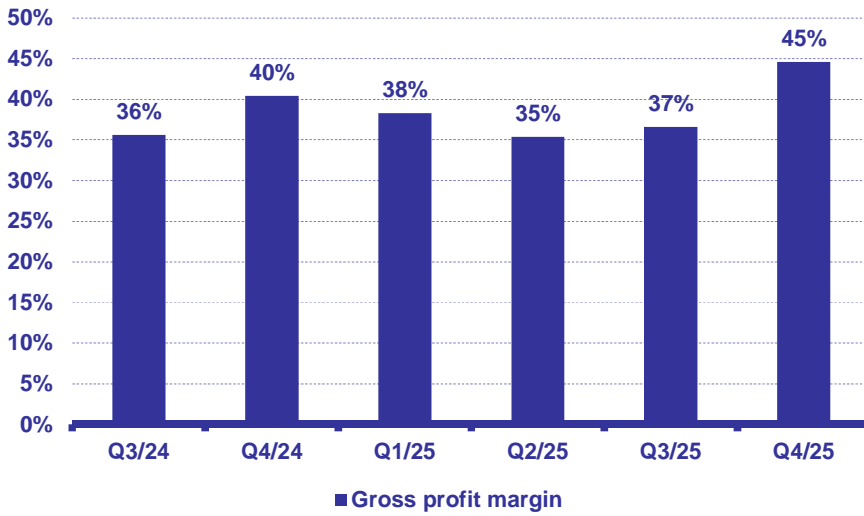
Q4 performance rebounds after platform unification phase Verve reported 10% growth in sales on a LFL-basis in the December quarter. Organic sales (adjusted for Fx and M&A) topped the prior year comp by 5.3%. While these may not be eye-popping numbers vs past performance, the prior year comp was hard, due to positive one-time effects from political advertising spend.

On an annual basis, LFL sales tallied €602m (+8%). Prior to eliminations, SSP (Supply Side Platform) activity generated €455m in turnover, while DSP (Demand Side Platform) added €158m in sales for the full year.

The gross margin improved 8 percentage points QoQ to 44% and beat the prior figure by 4 percentage points (figure 1 overleaf). The solid uptick owes to (1) auction optimisation features as part of unified Supply Side technology; (2) cloud cost optimisation; and (3) seasonality effects that account for roughly half the sequential uptick.

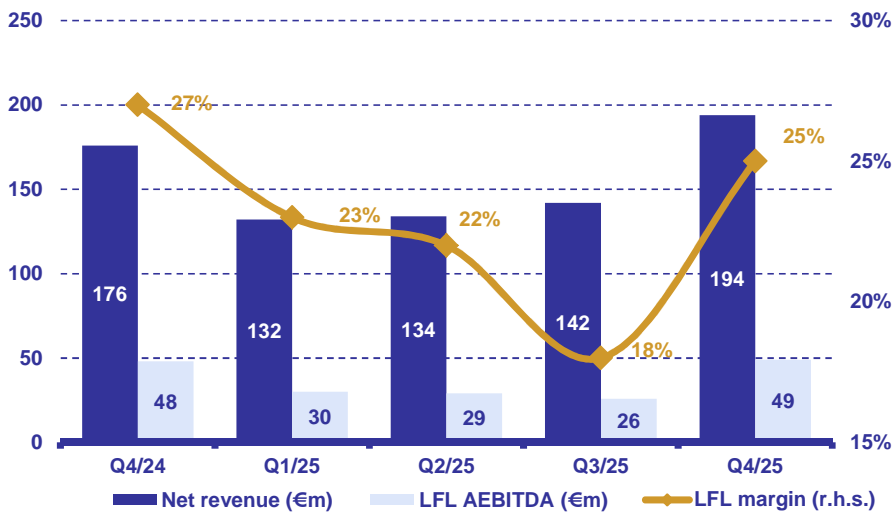


Figure 1: LFL gross margin development



Source: First Berlin Equity Research; Verve

Figure 2: Quarterly sales and AEBITDA developments (new revenue recognition)



Source: First Berlin Equity Research; Verve

AEBITDA totalled €49m for the October-to-December period and matched prior year comp, while AEBIT, excluding PPA amortisation of ~€5.5m, fell 11% to €38m. The Q4 AEBITDA margin totalled 24% (Q4/24: 25%).

Verve is beefing up its brand and agent sales staff with new hires, and management expect it will take 9 to 15 months to ramp up their productivity. On a full year basis, AEBITDA tallied €134m keeping pace with the 2024 performance.



Figure 3: Q4 key performance indicators



Source: First Berlin Equity Research; Verve

Operational KPIs holding steady Total software clients numbered 3,734 at the end of Q4 (+27% Y/Y). Software clients, defined as those generating >€100k in sales p.a., totalled 1,124 for the October-to-December period vs 1,140 in the prior year quarter and 1,067 in Q3/25 (+5% QoQ). The slight YoY decline is traced to lower ad spend for select clients bringing them below the €100k threshold. The net \$ expansion rate¹ recovered after the platform unification phase, whereas the client retention rate was up QoQ to 99% providing evidence that Verve did not lose clients during its platform unification process.

We also note that the net \$ expansion rate is calculated based on TTM revenue. Consequently, the negative impacts experienced in Q2 and Q3 2025 will continue to weigh on the moving average until they fully rotate out of the calculation.

**Table 2: Financial position highlights**

EURm	2025	2024	Variance
Cash	89	147	-39%
Liabilities (short- & long-term)	849	802	6%
Net debt	446	351	27%
Intangible assets	973	987	-1%
Total assets	1,253	1,252	0%
Total equity	423	451	-6%
Equity ratio	34%	36%	-
Interest coverage ratio	4.3x	3.3x	-
Adjusted net leverage ratio	3.0x	2.4x	-

Source: First Berlin Equity Research; Verve

Leverage up YoY The adjusted net leverage ratio ticked down QoQ to 3.0x (Q3/25: 3.1x) but rose vs the YE24 KPI of 2.4x. This owes mainly to net working capital cash consumption discussed below as well as the acquisitions. The equity ratio was down 2PP on the prior year KPI to 34%.

Table 3: Cash flow developments

EURm	Q4/25	Q4/24	Variance	2025	2024	Variance
Operating cash flow	46	42	10%	116	116	0%
Change in working capital	-26	14	n.m.	-66	21	n.m.
Net operating cash flow	20	55	-64%	49	137	-64%
Investing cash flow	-30	-14	n.m.	-84	-162	n.m.
Financing cash flow	-13	-16	n.m.	-22	48	n.m.
Net cash flow	-23	26	n.m.	-56	22	n.m.
Cash & cash equivalents	89	147	-39%	89	147	-39%

Source: First Berlin Equity Research; Verve

Addressing the NWC swing Operating cash flow amounted to €116m before WC adjustments, but net operating cash flow tumbled some 64% YoY to €49m. The decline over 2025 was occasioned by a major swing in working capital. The main culprit was a spike in accounts receivable (AR) to €143m. As management explained on the earnings call, much of this jump is traced to underutilisation of the securitisation program in H2/25, which normally absorbs WC build-up from the 45 day cash cycle gap between DSP receipts and SSP payments. Plus, another €22m is linked to deferred payments made in Q3/25 on the June Group, and Data Seat deals.

Management are in the process of adding two more subsidiaries from the Verve mothership to the securitisation program, which should raise the facility's ceiling to around €150m and accommodate the upcoming growth phase. This should help restore the negative NWC structure the company has benefited from the past years.



VALUATION MODEL

	old	new	revision	upside	dividend yield	total return
Price target (€)	4.5	4.5	0%	267%	0%	267%
All figures in €m		2026E			2027E	
	old	new	revision	old	new	revision
Revenue	676	705	4.3%	751	791	5.4%
EBITDA	157	154	-1.9%	178	174	-2.1%
Margin (%)	23.2%	21.9%	-	23.7%	22.0%	-
EBIT	103	101	-2.4%	120	116	-3.0%
Margin (%)	15.3%	14.3%	-	16.0%	14.7%	-
AEBITDA*	161	165	2.5%	181	185	2.4%
Margin (%)	23.8%	23.4%	-	24.1%	23.4%	-

* adjusted for one-offs

Source: First Berlin Equity Research estimates; Verve

Maintain Buy rating We have adjusted our 2026 forecasts to the mid-point of the 2026 guide; aligned operating costs to the Q4 results as well as the new accounting method for revenue recognition, and recalibrated working capital assumptions to more conservative levels until we see the KPI normalising. The changes to our DCF model result in unchanged fair value per share of €4.5 (upside: 267%).

Table 4: 2026 guide vs FBe and prior year

	Unit	2025	Guidance 2026	2026 FBe
Revenue (LFL)	€m	551	680 - 730	705
Grow th	%	36	23 - 32	28
AEBITDA	€m	134	145 - 175	165
Grow th	%	1	8 - 31	23

Source: First Berlin Equity Research estimates; Verve

Last year failed to measure up to high expectations due to business disruptions traced to the platform unifications coupled with net working capital challenges. However, we think the platform unification issues are in the rear view mirror. The tech stack is now a far more potent growth generator, and Verve brass will enlarge the securitisation facility to normalise working capital. We should also see the leverage ratio dip back below 3.0x. We expect a good year of growth and profitability helped by a supportive digital ad market and remain Buy-rated on Verve.



Table 5: DCF model

All figures in EURm	2026E	2027E	2028E	2029E	2030E	2031E	2032E	2033E
Revenue	705	791	838	881	921	959	995	1,030
NOPLAT	73	84	92	100	108	116	125	133
(+) depreciation & amortisation	53	58	60	63	65	67	68	70
(=) Net operating cash flow	126	142	152	163	173	183	193	203
(-) Investments	-75	-57	-51	-53	-56	-58	-60	-62
(-) Working capital	-14	-3	-2	-2	-2	-2	-2	-2
(=) Free cash flows (FCF)	37	81	100	107	115	123	131	139
PV of FCF's	34	67	75	73	71	68	66	63

All figures in millions	WACC	Terminal EBIT margin							
		15.0%	17.0%	19.0%	21.0%	23.0%	25.0%	27.0%	
PV of FCFs in explicit period	773	9.1%	4.55	5.12	5.68	6.25	6.81	7.38	7.94
PV of FCFs in terminal period	640	9.6%	4.10	4.59	5.09	5.58	6.08	6.58	7.07
Enterprise value (EV)	1,413	10.1%	3.70	4.14	4.57	5.01	5.45	5.88	6.32
(+) Net cash / (-) net debt	-446	10.6%	3.35	3.74	4.12	4.51	4.90	5.28	5.67
(-) Non-controlling interests	-1	11.1%	3.04	3.38	3.72	4.07	4.41	4.75	5.10
Shareholder value	966	11.6%	2.76	3.07	3.37	3.68	3.98	4.29	4.60
Fair value per share (€)	4.50	12.1%	2.51	2.78	3.05	3.33	3.60	3.88	4.15

	WACC	Terminal growth rate							
		1.0%	1.5%	2.0%	2.5%	3.0%	3.5%	4.0%	
Cost of equity	13.0%	9.1%	5.39	5.64	5.92	6.25	6.63	7.08	7.62
Pre-tax cost of debt	7.0%	9.6%	4.87	5.08	5.31	5.58	5.90	6.26	6.69
Tax rate	28.0%	10.1%	4.41	4.59	4.79	5.01	5.27	5.56	5.90
After-tax cost of debt	5.0%	10.6%	4.00	4.15	4.32	4.51	4.72	4.96	5.24
Share of equity capital	70.0%	11.1%	3.64	3.77	3.91	4.07	4.25	4.45	4.68
Share of debt capital	30.0%	11.6%	3.31	3.42	3.54	3.68	3.83	4.00	4.19
WACC	10.6%	12.1%	3.01	3.11	3.21	3.33	3.46	3.60	3.76

*Please note our model runs through 2038 and we have only shown the abbreviated version for formatting purposes



INCOME STATEMENT

All figures in EURm	2023	2024	2025 ¹	2026E	2027E	2028E
Revenues (reported)	322.0	437.0	550.9	705.2	791.2	838.1
Capitalised work	26.0	24.9	17.6	21.3	23.9	25.3
Total output	347.9	461.9	568.5	726.4	815.1	863.4
Services purchased + Other OpEx	-212.9	-271.7	-345.5	-445.0	-497.7	-525.6
Personnel expenses	-78.0	-79.5	-103.5	-130.2	-146.4	-153.1
Other operating income	71.4	17.8	2.6	2.9	3.2	3.5
EBITDA*	128.5	128.5	122.1	154.2	174.2	188.2
Depreciation & amortisation	-29.5	-38.2	-53.1	-53.4	-57.9	-60.4
Operating income (EBIT)*	99.0	90.3	69.1	100.8	116.3	127.8
Net financial result	-50.1	-58.5	-61.9	-55.0	-52.3	-48.8
Pre-tax income (EBT)	48.9	31.8	7.2	45.8	64.0	79.0
Income taxes	-2.7	-3.0	-6.5	-6.9	-18.6	-22.9
Net income	46.2	28.8	0.7	38.9	45.4	56.1
Discontinued operations	0	0	0	0	0	0
Consolidated profit	46.2	28.8	0.7	38.9	45.4	56.1
Minority interests	0.5	0.0	0.0	0.0	0.0	0.0
Net income to owners	46.7	28.8	0.7	38.9	45.4	56.1
Diluted EPS (in €)	0.26	0.15	0.00	0.18	0.21	0.26
Adj. EPS (excl PPA amort.) (diluted)	0.36	0.24	0.09	0.27	0.31	0.36
AEBITDA (excl: one-offs)	95.2	133.2	134.4	165.2	185.2	198.2
AEBIT (excl: PPA amort. & one-offs)	76.9	107.1	98.4	127.8	143.3	153.8
Net income (adj. For PPA amortisation)	57.4	40.9	17.7	54.9	61.4	72.1
Ratios						
EBITDA margin on revenues*	39.9%	29.4%	22.2%	21.9%	22.0%	22.5%
EBIT margin on revenues*	30.7%	20.7%	12.5%	14.3%	14.7%	15.3%
Net margin on revenues	14.5%	6.6%	0.1%	5.5%	5.7%	6.7%
AEBITDA margin on revenues	29.6%	30.5%	24.4%	23.4%	23.4%	23.7%
Tax rate	5.6%	9.4%	90.4%	15.0%	29.0%	29.0%
Expenses as % of revenues						
Services purchased + Other OpEx	66.1%	62.2%	62.7%	63.1%	62.9%	62.7%
Personnel expenses	24.2%	18.2%	18.8%	18.5%	18.5%	18.3%
Depreciation & amortisation	9.1%	8.8%	9.6%	7.6%	7.3%	7.2%
Y-Y Growth						
Revenues	-0.8%	35.7%	26.1%	28.0%	12.2%	5.9%
EBITDA*	51.6%	0.0%	-5.0%	26.2%	13.0%	8.1%
AEBITDA	2.2%	40.0%	0.9%	22.9%	12.1%	7.0%
Operating income*	271.9%	-8.8%	-23.5%	45.9%	15.4%	9.9%
Net income/ loss	n.m.	-38.4%	-97.6%	5499.6%	16.8%	23.4%

* non-adjusted 2023 earnings impacted by one-time earn-out release for AiM; ¹ Revenue recognition method updated to IFRS15 as of Q3/25 reporting



BALANCE SHEET

All figures in EURm	2023	2024	2025	2026E	2027E	2028E
Current assets, total	193.5	239.3	231.7	158.5	215.1	287.2
Cash and equivalents	121.7	146.7	89.0	28.9	73.1	138.1
Trade receivables	32.3	60.9	110.3	96.6	108.4	114.8
Other ST assets	39.5	31.7	32.4	33.0	33.7	34.3
Non-current assets, total	813.5	1,013.1	1,020.9	1,010.7	1,001.3	992.2
Intangible assets	796.6	986.9	972.9	961.8	951.3	941.2
Property, plant & equipment	4.0	4.3	13.0	13.3	13.7	14.1
Deferred taxes	10.5	17.0	27.9	28.5	29.1	29.6
Investments in associated companies	1.0	2.4	2.4	2.4	2.4	2.4
Other financial assets	1.4	2.5	4.7	4.7	4.7	4.8
Total assets	1,007.0	1,252.5	1,252.5	1,169.3	1,216.4	1,279.4
Current liabilities, total	240.8	303.1	304.7	191.3	192.3	673.0
Trade payables	80.3	104.1	98.5	70.9	79.4	83.7
ST debt	66.5	50.1	64.8	0.0	0.0	474.5
Provisions	61.7	63.3	49.8	50.5	51.3	52.0
Other current financial liabilities	10.7	44.5	43.5	20.7	11.5	11.7
Other current liabilities	21.5	41.2	48.2	49.1	50.1	51.1
Long term liabilities, total	413.8	498.5	524.7	515.9	516.6	42.8
Bonds	348.0	445.8	474.5	474.5	474.5	0.0
Other LT financial liabilities	36.9	31.0	24.3	15.0	15.2	15.3
Deferred tax liabilities	28.9	21.7	25.9	26.4	26.9	27.5
Shareholders' equity	352.5	450.9	423.1	462.0	507.5	563.6
Total consolidated equity and debt	1,007.0	1,252.4	1,252.5	1,169.3	1,216.4	1,279.4
Ratios						
Current ratio (x)	0.8	0.8	0.8	0.8	1.1	0.4
Net debt	294.9	351.2	445.9	458.2	414.3	349.7
ICR (x)	2.5	3.3	2.9	4.1	4.9	5.7
Net gearing	84%	78%	105%	99%	82%	62%
Net debt / EBITDA (x)	3.1	2.4	3.0	2.8	2.2	1.8
Equity ratio	35%	36%	34%	40%	42%	44%
Return on equity (ROE)	13.1%	6.4%	0.2%	8.4%	9.0%	10.0%
Capital employed (CE)	766.3	949.4	947.8	978.0	1,024.1	606.4
Return on capital employed (ROCE)	13%	10%	7%	10%	11%	21%



CASH FLOW STATEMENT

All figures in EURm	2023	2024	2025	2026E	2027E	2028E
Net income	46.2	28.8	0.7	38.9	45.4	56.1
Depreciation and amortisation	29.5	38.0	53.1	53.4	57.9	60.4
Other non-cash adjustments	-66.4	-24.7	0.0	0.0	0.0	0.0
Net interest expense	50.1	58.5	61.4	55.0	52.3	48.8
Tax result	0.4	18.0	0.4	6.9	18.6	22.9
Operating cash flow	59.8	118.5	115.6	154.2	174.2	188.2
Tax expense	-2.4	-2.8	-4.5	-6.9	-18.6	-22.9
Change in working capital	12.1	21.3	-61.7	-12.9	-2.3	-1.1
Net operating cash flow	69.4	137.0	49.3	134.4	153.4	164.2
Cash flow from investing	-35.7	-162.0	-83.6	-71.0	-54.3	-48.7
Equity inflow, net	0.0	38.5	31.5	0.0	0.0	0.0
Debt inflow, net	-3.0	10.6	-11.8	-64.5	0.3	0.3
Corporate debt inflow, net	-8.2	57.8	0.0	0.0	0.0	0.0
Interest paid	-48.0	-58.6	-41.3	-59.0	-55.3	-50.8
Other adjustments	0.0	0.0	0.0	0.0	0.0	0.0
Cash flow from financing	-59.1	48.3	-21.6	-123.5	-54.9	-50.5
Net cash flows	-25.4	23.3	-55.9	-60.1	44.2	65.0
Fx adjustments	-2.9	1.7	-1.8	0.0	0.0	0.0
Cash, start of the year	150.0	121.7	146.7	89.0	28.9	73.1
Cash, end of the year	121.7	146.7	89.0	28.9	73.1	138.1
Free cash flow (FCF)	33.8	-25.1	-34.2	63.4	99.1	115.5
FCFps (in €)	0.21	-0.14	-0.18	0.32	0.50	0.58
Y-Y Growth						
Operating cash flow	-48.3%	97.3%	-64.0%	172.5%	14.1%	7.1%
Free cash flow	n.m.	n.m.	n.m.	n.m.	56.4%	16.6%
FCF / share	n.m.	n.m.	n.m.	n.m.	56.4%	16.6%

Imprint / Disclaimer

First Berlin Equity Research

First Berlin Equity Research GmbH ist ein von der BaFin betreffend die Einhaltung der Pflichten des §85 Abs. 1 S. 1 WpHG, des Art. 20 Abs. 1 Marktmissbrauchsverordnung (MAR) und der Markets Financial Instruments Directive (MiFID) II, Markets in Financial Instruments Directive (MiFID) II Durchführungsverordnung und der Markets in Financial Instruments Regulations (MiFIR) beaufsichtigtes Unternehmen.

First Berlin Equity Research GmbH is one of the companies monitored by BaFin with regard to its compliance with the requirements of Section 85 (1) sentence 1 of the German Securities Trading Act [WpHG], art. 20 (1) Market Abuse Regulation (MAR) and Markets in Financial Instruments Directive (MiFID) II, Markets in Financial Instruments Directive (MiFID) II Commission Delegated Regulation and Markets in Financial Instruments Regulations (MiFIR).

Anschrift:

First Berlin Equity Research GmbH
Friedrichstr. 34
10117 Berlin
Germany

Vertreten durch den Geschäftsführer: Martin Bailey

Telefon: +49 (0) 30-80 93 9 680

Fax: +49 (0) 30-80 93 9 687

E-Mail: info@firstberlin.com

Amtsgericht Berlin Charlottenburg HR B 103329 B

UST-Id.: 251601797

Ggf. Inhaltlich Verantwortlicher gem. § 6 MDStV

First Berlin Equity Research GmbH

Authored by: Ellis Acklin, Senior Analyst

All publications of the last 12 months were authored by Ellis Acklin.

Company responsible for preparation: First Berlin Equity Research GmbH, Friedrichstraße 69, 10117 Berlin

The production of this recommendation was completed on 24 February 2026 at 11:56

Person responsible for forwarding or distributing this financial analysis: Martin Bailey

Copyright© 2026 First Berlin Equity Research GmbH No part of this financial analysis may be copied, photocopied, duplicated or distributed in any form or media whatsoever without prior written permission from First Berlin Equity Research GmbH. First Berlin Equity Research GmbH shall be identified as the source in the case of quotations. Further information is available on request.

INFORMATION PURSUANT TO SECTION 85 (1) SENTENCE 1 OF THE GERMAN SECURITIES TRADING ACT [WPHG], TO ART. 20 (1) OF REGULATION (EU) NO 596/2014 OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL OF APRIL 16, 2014, ON MARKET ABUSE (MARKET ABUSE REGULATION) AND TO ART. 37 OF COMMISSION DELEGATED REGULATION (EU) NO 2017/565 (MIFID) II.

First Berlin Equity Research GmbH (hereinafter referred to as: "First Berlin") prepares financial analyses while taking the relevant regulatory provisions, in particular section 85 (1) sentence 1 of the German Securities Trading Act [WpHG], art. 20 (1) of Regulation (EU) No 596/2014 of the European Parliament and of the Council of April 16, 2014, on market abuse (market abuse regulation) and art. 37 of Commission Delegated Regulation (EU) no. 2017/565 (MiFID II) into consideration. In the following First Berlin provides investors with information about the statutory provisions that are to be observed in the preparation of financial analyses.

CONFLICTS OF INTEREST

In accordance with art. 37 (1) of Commission Delegated Regulation (EU) no. 2017/565 (MiFID) II and art. 20 (1) of Regulation (EU) No 596/2014 of the European Parliament and of the Council of April 16, 2014, on market abuse (market abuse regulation) investment firms which produce, or arrange for the production of, investment research that is intended or likely to be subsequently disseminated to clients of the firm or to the public, under their own responsibility or that of a member of their group, shall ensure the implementation of all the measures set forth in accordance with Article 34 (2) lit. (b) of Regulation (EU) 2017/565 in relation to the financial analysts involved in the production of the investment research and other relevant persons whose responsibilities or business interests may conflict with the interests of the persons to whom the investment research is disseminated. In accordance with art. 34 (3) of Regulation (EU) 2017/565 the procedures and measures referred to in paragraph 2 lit. (b) of such article shall be designed to ensure that relevant persons engaged in different business activities involving a conflict of interests carry on those activities at a level of independence appropriate to the size and activities of the investment firm and of the group to which it belongs, and to the risk of damage to the interests of clients.

In addition, First Berlin shall pursuant to Article 5 of the Commission Delegated Regulation (EU) 2016/958 disclose in their recommendations all relationships and circumstances that may reasonably be expected to impair the objectivity of the financial analyses, including interests or conflicts of interest, on their part or on the part of any natural or legal person working for them under a contract, including a contract of employment, or otherwise, who was involved in producing financial analyses, concerning any financial instrument or the issuer to which the recommendation directly or indirectly relates.

With regard to the financial analyses of Verve Group SE the following relationships and circumstances exist which may reasonably be expected to impair the objectivity of the financial analyses: The author, First Berlin, or a company associated with First Berlin reached an agreement with the Verve Group SE for preparation of a financial analysis for which remuneration is owed.

Furthermore, First Berlin offers a range of services that go beyond the preparation of financial analyses. Although First Berlin strives to avoid conflicts of interest wherever possible, First Berlin may maintain the following relations with the analysed company, which in particular may constitute a potential conflict of interest:

- The author, First Berlin, or a company associated with First Berlin owns a net long or short position exceeding the threshold of 0.5 % of the total issued share capital of the analysed company;
- The author, First Berlin, or a company associated with First Berlin holds an interest of more than five percent in the share capital of the analysed company;

- The author, First Berlin, or a company associated with First Berlin provided investment banking or consulting services for the analysed company within the past twelve months for which remuneration was or was to be paid;
- The author, First Berlin, or a company associated with First Berlin reached an agreement with the analysed company for preparation of a financial analysis for which remuneration is owed;
- The author, First Berlin, or a company associated with First Berlin has other significant financial interests in the analysed company;

First Berlin F.S.B. Investment-Beratungsgesellschaft mbH (hereafter FBIB), a company of the First Berlin Group, holds a stake of under 0.5% of the shares in the company which has been covered in this analysis. The analyst is not subject to any restrictions with regard to his recommendation and is therefore independent, so that we believe there is no conflict of interest.

With regard to the financial analyses of Verve Group SE the following of the aforementioned potential conflicts of interests or the potential conflicts of interest mentioned in Article 6 paragraph 1 of the Commission Delegated Regulation (EU) 2016/958 exist: The author, First Berlin, or a company associated with First Berlin reached an agreement with the Verve Group SE for preparation of a financial analysis for which remuneration is owed.

In order to avoid and, if necessary, manage possible conflicts of interest both the author of the financial analysis and First Berlin shall be obliged to neither hold nor in any way trade the securities of the company analyzed. The remuneration of the author of the financial analysis stands in no direct or indirect connection with the recommendations or opinions represented in the financial analysis. Furthermore, the remuneration of the author of the financial analysis is neither coupled directly to financial transactions nor to stock exchange trading volume or asset management fees.

INFORMATION PURSUANT TO SECTION 64 OF THE GERMAN SECURITIES TRADING ACT [WPHG], DIRECTIVE 2014/65/EU OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL OF 15 MAY 2014 ON MARKETS IN FINANCIAL INSTRUMENTS AND AMENDING DIRECTIVE 2002/92/EC AND DIRECTIVE 2011/61/EU, ACCOMPANIED BY THE MARKETS IN FINANCIAL INSTRUMENTS REGULATION (MIFIR, REG. EU NO. 600/2014).

First Berlin notes that it has concluded a contract with the issuer to prepare financial analyses and is paid for that by the issuer. First Berlin makes the financial analysis simultaneously available for all interested security financial services companies. First Berlin thus believes that it fulfils the requirements of section 64 WpHG for minor non-monetary benefits.

PRICE TARGET DATES

Unless otherwise indicated, current prices refer to the closing prices of the previous trading day.

AGREEMENT WITH THE ANALYSED COMPANY AND MAINTENANCE OF OBJECTIVITY

The present financial analysis is based on the author's own knowledge and research. The author prepared this study without any direct or indirect influence exerted on the part of the analysed company. Parts of the financial analysis were possibly provided to the analysed company prior to publication in order to avoid inaccuracies in the representation of facts. However, no substantial changes were made at the request of the analysed company following any such provision.

ASSET VALUATION SYSTEM

First Berlin's system for asset valuation is divided into an asset recommendation and a risk assessment.

ASSET RECOMMENDATION

The recommendations determined in accordance with the share price trend anticipated by First Berlin in the respectively indicated investment period are as follows:

Category		1	2
Current market capitalisation (in €)		0 - 2 billion	> 2 billion
Strong Buy ¹	An expected favourable price trend of:	> 50%	> 30%
Buy	An expected favourable price trend of:	> 25%	> 15%
Add	An expected favourable price trend of:	0% to 25%	0% to 15%
Reduce	An expected negative price trend of:	0% to -15%	0% to -10%
Sell	An expected negative price trend of:	< -15%	< -10%

¹ The expected price trend is in combination with sizable confidence in the quality and forecast security of management.

Our recommendation system places each company into one of two market capitalisation categories. Category 1 companies have a market capitalisation of €0 – €2 billion, and Category 2 companies have a market capitalisation of > €2 billion. The expected return thresholds underlying our recommendation system are lower for Category 2 companies than for Category 1 companies. This reflects the generally lower level of risk associated with higher market capitalisation companies.

RISK ASSESSMENT

The First Berlin categories for risk assessment are low, average, high and speculative. They are determined by ten factors: Corporate governance, quality of earnings, management strength, balance sheet and financial risk, competitive position, standard of financial disclosure, regulatory and political uncertainty, strength of brandname, market capitalisation and free float. These risk factors are incorporated into the First Berlin valuation models and are thus included in the target prices. First Berlin customers may request the models.

RECOMMENDATION & PRICE TARGET HISTORY

Report No.:	Date of publication	Previous day closing price	Recommendation	Price target
Initial Report	7 November 2019	€1.23	Buy	€2.10
2...43	↓	↓	↓	↓
44	17 June 2025	€2.61	Buy	€6.00
45	19 June 2025	€2.46	Buy	€5.80
46	18 August 2025	€1.80	Buy	€4.80
47	25 August 2025	€2.25	Buy	€4.80
48	22 September 2025	€2.37	Buy	€5.10
49	21 November 2025	€1.50	Buy	€4.50
50	28 January 2026	€1.64	Buy	€4.50
51	5 February 2026	€1.35	Buy	€4.50
52	Today	€1.23	Buy	€4.50

INVESTMENT HORIZON

Unless otherwise stated in the financial analysis, the ratings refer to an investment period of twelve months.

UPDATES

At the time of publication of this financial analysis it is not certain whether, when and on what occasion an update will be provided. In general First Berlin strives to review the financial analysis for its topicality and, if required, to update it in a very timely manner in connection with the reporting obligations of the analysed company or on the occasion of ad hoc notifications.

SUBJECT TO CHANGE

The opinions contained in the financial analysis reflect the assessment of the author on the day of publication of the financial analysis. The author of the financial analysis reserves the right to change such opinion without prior notification.

Legally required information regarding

- key sources of information in the preparation of this research report
- valuation methods and principles
- sensitivity of valuation parameters

can be accessed through the following internet link: <https://firstberlin.com/disclaimer-english-link/>

SUPERVISORY AUTHORITY: Bundesanstalt für Finanzdienstleistungsaufsicht (German Federal Financial Supervisory Authority) [BaFin], Graurheindorferstraße 108, 53117 Bonn and Marie-Curie-Straße 24-28, 60439 Frankfurt am Main

EXCLUSION OF LIABILITY (DISCLAIMER)

RELIABILITY OF INFORMATION AND SOURCES OF INFORMATION

The information contained in this study is based on sources considered by the author to be reliable. Comprehensive verification of the accuracy and completeness of information and the reliability of sources of information has neither been carried out by the author nor by First Berlin. As a result no warranty of any kind whatsoever shall be assumed for the accuracy and completeness of information and the reliability of sources of information, and neither the author nor First Berlin, nor the person responsible for passing on or distributing the financial analysis shall be liable for any direct or indirect damage incurred through reliance on the accuracy and completeness of information and the reliability of sources of information.

RELIABILITY OF ESTIMATES AND FORECASTS

The author of the financial analysis made estimates and forecasts to the best of the author's knowledge. These estimates and forecasts reflect the author's personal opinion and judgement. The premises for estimates and forecasts as well as the author's perspective on such premises are subject to constant change. Expectations with regard to the future performance of a financial instrument are the result of a measurement at a single point in time and may change at any time. The result of a financial analysis always describes only one possible future development – the one that is most probable from the perspective of the author – of a number of possible future developments.

Any and all market values or target prices indicated for the company analysed in this financial analysis may not be achieved due to various risk factors, including but not limited to market volatility, sector volatility, the actions of the analysed company, economic climate, failure to achieve earnings and/or sales forecasts, unavailability of complete and precise information and/or a subsequently occurring event which affects the underlying assumptions of the author and/or other sources on which the author relies in this document. Past performance is not an indicator of future results; past values cannot be carried over into the future.

Consequently, no warranty of any kind whatsoever shall be assumed for the accuracy of estimates and forecasts, and neither the author nor First Berlin, nor the person responsible for passing on or distributing the financial analysis shall be liable for any direct or indirect damage incurred through reliance on the correctness of estimates and forecasts.

INFORMATION PURPOSES, NO RECOMMENDATION, SOLICITATION, NO OFFER FOR THE PURCHASE OF SECURITIES

The present financial analysis serves information purposes. It is intended to support institutional investors in making their own investment decisions; however in no way provide the investor with investment advice. Neither the author, nor First Berlin, nor the person responsible for passing on or distributing the financial analysis shall be considered to be acting as an investment advisor or portfolio manager vis-à-vis an investor. Each investor must form his own independent opinion with regard to the suitability of an investment in view of his own investment objectives, experience, tax situation, financial position and other circumstances.

The financial analysis does not represent a recommendation or solicitation and is not an offer for the purchase of the security specified in this financial analysis. Consequently, neither the author nor First Berlin, nor the person responsible for passing on or distributing the financial analysis shall as a result be liable for losses incurred through direct or indirect employment or use of any kind whatsoever of information or statements arising out of this financial analysis.

A decision concerning an investment in securities should take place on the basis of independent investment analyses and procedures as well as other studies including, but not limited to, information memoranda, sales or issuing prospectuses and not on the basis of this document.

NO ESTABLISHMENT OF CONTRACTUAL OBLIGATIONS

By taking note of this financial analysis the recipient neither becomes a customer of First Berlin, nor does First Berlin incur any contractual, quasi-contractual or pre-contractual obligations and/or responsibilities toward the recipient. In particular no information contract shall be established between First Berlin and the recipient of this information.

NO OBLIGATION TO UPDATE

First Berlin, the author and/or the person responsible for passing on or distributing the financial analysis shall not be obliged to update the financial analysis. Investors must keep themselves informed about the current course of business and any changes in the current course of business of the analysed company.

DUPLICATION

Dispatch or duplication of this document is not permitted without the prior written consent of First Berlin.

SEVERABILITY

Should any provision of this disclaimer prove to be illegal, invalid or unenforceable under the respectively applicable law, then such provision shall be treated as if it were not an integral component of this disclaimer; in no way shall it affect the legality, validity or enforceability of the remaining provisions.

APPLICABLE LAW, PLACE OF JURISDICTION

The preparation of this financial analysis shall be subject to the law obtaining in the Federal Republic of Germany. The place of jurisdiction for any disputes shall be Berlin (Germany).

NOTICE OF DISCLAIMER

By taking note of this financial analysis the recipient confirms the binding nature of the above explanations.

By using this document or relying on it in any manner whatsoever the recipient accepts the above restrictions as binding for the recipient.

QUALIFIED INSTITUTIONAL INVESTORS

First Berlin financial analyses are intended exclusively for qualified institutional investors.

This report is not intended for distribution in the USA and/or Canada.