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BDO Statsautoriseret revisionsaktieselskab
Kystvejen 29
DK-8000 Aarhus C
CVR no. 20 22 26 70

MATCHWARE A/S

P. HIORT-LORENZENS VEJ 2A ST. TH., 8000 AARHUS C

ANNUAL REPORT

1 JANUARY - 31 DECEMBER 2021

The Annual Report has been presented and adopted at the Company's Annual General Meeting on 20 June 2022

Ulrik Merrild

The English part of this document is an unofficial translation of the original Danish text, and in case of any discrepancy between the Danish text and the English translation, the Danish text shall prevail.

CVR NO. 18 37 34 32

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COMPANY DETAILS

Company	MATCHWARE A/S P. Hiort-Lorenzens Vej 2A st. th. 8000 Aarhus C	
	CVR No.:	18 37 34 32
	Established:	15 February 1995
	Municipality:	Aarhus
	Financial Year:	1 January - 31 December
Board of Directors	Peter Nielsen, chairman Beatrice Annet Emmelie Merrild Ulrik Merrild	
Executive Board	Ulrik Merrild	
Auditor	BDO Statsautoriseret revisionsaktieselskab Kystvejen 29 8000 Aarhus C	
Bank	Nordea Sankt Clemens Torv 2 8000 Aarhus C	

MANAGEMENT'S STATEMENT

Today the Board of Directors and Executive Board have discussed and approved the Annual Report of MATCHWARE A/S for the financial year 1 January - 31 December 2021.

The Annual Report is presented in accordance with the Danish Financial Statements Act.

In our opinion the Financial Statements give a true and fair view of the Company's assets, liabilities and financial position at 31 December 2021 and of the results of the Company's operations for the financial year 1 January - 31 December 2021.

The Management Commentary includes in our opinion a fair presentation of the matters dealt with in the Commentary.

We recommend the Annual Report be approved at the Annual General Meeting.

Aarhus, 14 June 2022

Executive Board

Ulrik Merrild

Board of Directors

Peter Nielsen Chairman	Beatrice Annet Emmelie Merrild	Ulrik Merrild

THE INDEPENDENT AUDITOR'S REPORT

To the Shareholder of MATCHWARE A/S

Conclusion
We have performed an extended review of the Financial Statements of MATCHWARE A/S for the financial year 1 January - 31 December 2021, which comprise income statement, Balance Sheet, statement of changes in equity and notes, including a summary of significant accounting policies. The Financial Statements are prepared under the Danish Financial Statements Act.

Based on the work performed in our opinion, the Financial Statements give a true and fair view of the Company's financial position at 31 December 2021 and of the results of the Company's operations for the financial year 1 January - 31 December 2021 in accordance with the Danish Financial Statements Act.

Basis for Conclusion
We conducted our extended review in accordance with the Danish Business Authority's Assurance Standard for Small Enterprises and FSR – Danish Auditors' standard on extended review of Financial Statements prepared in accordance with the Danish Financial Statements Act. Our responsibilities under those standards and requirements are further described in the "Auditor's Responsibilities for the Extended Review of the Financial Statements" section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code), together with the ethical requirements that are relevant to our audit of the financial statements in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion.

Management's Responsibilities for the Financial Statements
Management is responsible for the preparation of Financial Statements that give a true and fair view in accordance with the Danish Financial Statements Act, and for such Internal control as Management determines is necessary to enable the preparation of Financial Statements that are free from material misstatement, whether due to fraud or error.

In preparing the Financial Statements, Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting in preparing the Financial Statements unless Management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibilities for the Extended Review of the Financial Statements
Our responsibility is to express a conclusion on the Financial Statements. This requires that we plan and perform procedures in order to obtain limited assurance for our conclusion on the Financial Statements and in addition perform specifically required supplementary procedures to obtain further assurance for our conclusion.

An extended review comprises procedures that primarily consist of making inquiries of Management and others within the Company, as appropriate, analytical procedures and the specifically required supplementary procedures as well as evaluation of the evidence obtained.

The procedures performed in an extended review are less than those performed in an audit, and accordingly, we do not express an audit opinion on the Financial Statements.

Statement on the Management Commentary
Management is responsible for the Management Commentary.

Our conclusion on the Financial Statements does not cover the Management Commentary, and we do not express any form of assurance conclusion thereon.

THE INDEPENDENT AUDITOR'S REPORT

In connection with our extended review of the Financial Statements, our responsibility is to read the Management Commentary and, in doing so, consider whether the Management Commentary is materially inconsistent with the Financial Statements or our knowledge obtained during the extended review, or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether the Management Commentary provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, we conclude that the Management Commentary is in accordance with the Financial Statements and has been prepared in accordance with the requirements of the Danish Financial Statements Act. We did not identify any material misstatement in the Management Commentary.

Aarhus, 14 June 2022

BDO Statsautoriseret revisionsaktieselskab
CVR no. 20 22 26 70

Klaus Tvede-Jensen
State Authorised Public Accountant
MNE no. mne23304

MANAGEMENT COMMENTARY

Principal activities
The company's primary activity consists of development and trading of software

Development in activities and financial and economic position
Profit for the year of DKK 1,134k is considered satisfactory.

Significant events after the end of the financial year
No events have occurred after the end of the financial year of material importance for the Company's financial position.

INCOME STATEMENT 1 JANUARY - 31 DECEMBER

	Note	2021 DKK	2020 DKK
GROSS PROFIT		**6.622.270**	**6.209.430**
Staff costs	1	-4.553.654	-4.495.804
Depreciation, amortisation and impairment losses		-12.435	-20.271
OPERATING PROFIT		**2.056.181**	**1.693.355**
Result of equity investments in group enterprises		-465.633	-191.753
Other financial expenses		-8.794	-19.341
PROFIT BEFORE TAX		**1.581.754**	**1.482.261**
Tax on profit/loss for the year	2	-450.397	-368.478
PROFIT FOR THE YEAR		**1.131.357**	**1.113.783**

PROPOSED DISTRIBUTION OF PROFIT

Proposed dividend for the year		2.000.000	3.000.000
Allocation to reserve for net revaluation under the equity method		-465.633	-191.378
Retained earnings		-403.010	-1.694.839
TOTAL		**1.131.357**	**1.113.783**

BALANCE SHEET AT 31 DECEMBER

ASSETS	Note	2021 DKK	2020 DKK
Other plant, machinery tools and equipment		21.087	21.141
Property, plant and equipment	3	**21.087**	**21.141**
Equity investments in group enterprises		251.421	717.054
Rent deposit and other receivables		60.863	60.863
Financial non-current assets	4	**312.284**	**777.917**
NON-CURRENT ASSETS		**333.371**	**799.058**
Finished goods and goods for resale		1.069.305	768.254
Inventories		**1.069.305**	**768.254**
Trade receivables		574.663	505.374
Receivables from group enterprises		9.348.501	5.747.861
Deferred tax assets	5	6.913	8.000
Prepayments		45.341	0
Receivables		**9.975.418**	**6.261.235**
Other securities and equity investments	6	413	413
Current investments		**413**	**413**
Cash and cash equivalents		**2.425.729**	**2.993.761**
CURRENT ASSETS		**13.470.865**	**10.023.663**
ASSETS		**13.804.236**	**10.822.721**

BALANCE SHEET AT 31 DECEMBER

EQUITY AND LIABILITIES	Note	2021 DKK	2020 DKK
Share capital		842.105	842.105
Reserve for net revaluation under the equity method		65.437	531.070
Retained earnings		2.917.896	3.320.906
Proposed dividend		2.000.000	3.000.000
EQUITY		**5.825.438**	**7.694.081**
Prepayments received from customers		258.713	168.705
Non-current liabilities	7	**258.713**	**168.705**
Trade payables		257.145	127.292
Debt to Group companies		4.926.402	1.136.507
Corporation tax payable		449.310	122.478
Other liabilities		817.813	1.135.749
Deferred income		1.269.415	437.909
Current liabilities		**7.720.085**	**2.959.935**
LIABILITIES		**7.978.798**	**3.128.640**
EQUITY AND LIABILITIES		**13.804.236**	**10.822.721**
Contingencies etc.	8		

EQUITY

	Share capital	Reserve for net revaluation under the equity method	Retained earnings	Proposed dividend	Total
Equity at 1 January 2021	842.105	531.070	3.320.906	3.000.000	7.694.081
Proposed profit allocation		-465.633	-403.010	2.000.000	1.131.357
Transactions with owners					
Dividend paid				-3.000.000	-3.000.000
Equity at 31 December 2021	**842.105**	**65.437**	**2.917.896**	**2.000.000**	**5.825.438**

NOTES

			Note
Staff costs			1
Average number of employees	8	8	
Wages and salaries	4.414.785	4.374.557	
Social security costs	52.352	45.578	
Other staff costs	86.517	75.669	
	4.553.654	**4.495.804**	
Tax on profit/loss for the year			2
Calculated tax on taxable income of the year	449.310	368.478	
Adjustment of deferred tax	1.087	0	
	450.397	**368.478**	

Property, plant and equipment 3

	Other plant, machinery tools and equipment
Cost at 1 January 2021	230.894
Additions	12.381
Disposals	-105.204
Cost at 31 December 2021	**138.071**
Depreciation and impairment losses at 1 January 2021	209.754
Reversal of depreciation of assets disposed of	-108.104
Depreciation for the year	15.334
Depreciation and impairment losses at 31 December 2021	**116.984**
Carrying amount at 31 December 2021	**21.087**

Financial non-current assets 4

	Equity investments in group enterprises	Rent deposit and other receivables
Cost at 1 January 2021	185.983	60.863
Cost at 31 December 2021	**185.983**	**60.863**
Revaluation at 1 January 2021	531.070	0
Revaluation and impairment losses for the year	-465.632	0
Revaluation at 31 December 2021	**65.438**	**0**
Carrying amount at 31 December 2021	**251.421**	**60.863**

NOTES

Note

Deferred tax assets 5

The provision for deferred tax is related to differences between the carrying amount and tax value of securities, receivables, intangible and tangible fixed assets, including recognised finance lease contracts.

The amount breaks down as follows:

	Carrying Value	Tax Value	Tax depre. or amort. above carrying value
Property, plant and equipment	21.087	52.508	-31.421
	21.087	**52.508**	**-31.421**
Deferred tax assets			**6.913**

Deferred tax, beginning of year	8.000	8.000
Deferred tax of the year, income statement	-1.087	0
Deferred tax assets 31 December 2021	**6.913**	**8.000**

The dererred tax assest will be used in 1-2 years.

Other securities and equity investments 6

The carrying amount of current investments includes securities measured at fair value by the following amounts:

	Listed Danish equities
Fair value at 31 December 2021	413

There is no adjustment i 2021

Long-term liabilities 7

	31/12 2021 total liabilities	Repayment next year	Debt outstanding after 5 years	31/12 2020 total liabilities
Prepayments received from customers	258.713	0	0	168.705
Frozen holiday pay	474.219	474.219	0	0
	732.932	**474.219**	**0**	**168.705**

NOTES

Note

Contingencies etc. 8

Contingent liabilities
The Entity participates in a Danish joint taxation arrangement where MatchWare Holding ApS serves as the administration company. According to the joint taxation provisions of the Danish Corporation Tax Act, the Entity is therefore liable for income taxes etc for the jointly taxed entities.

ACCOUNTING POLICIES

The Annual Report of MATCHWARE A/S for 2021 has been presented in accordance with the provisions of the Danish Financial Statements Act for enterprises in reporting class B and certain provisions applying to reporting class C.

The Annual Report is prepared consistently with the accounting principles applied last year.

INCOME STATEMENT

Net revenue
Net revenue from the sale of merchandise and finished goods is recognised in the Income Statement if supply and risk transfer to purchaser has taken place before the end of the year and if the income can be measured reliably and is expected to be received.

When the result of contract work cannot be assessed reliably, revenue is only recognised corresponding to the related costs and only to the extent that it is likely that they will be recovered.

Net revenue is recognised exclusive of VAT and less duties and discounts related to the sale.

Cost of sales
Cost of sales comprise costs incurred to achieve the net revenue for the year, including direct and indirect costs of raw materials and consumables.

Other external expenses
Other external expenses include other production, sales, delivery and administrative costs, including costs of energy, marketing, premises, loss on bad debts, lease expenses, etc

Staff costs
Staff costs comprise wages and salaries, including holiday pay and pensions, and other costs of social security etc., for the Company's employees. Repayments from public authorities are deducted from staff costs.

Income from equity interests in subsidiaries
The proportional share of the results of subsidiaries, stated according to the Parent Company's accounting policies and with full elimination of unrealised intercompany profits/losses and deduction of amortisation of added value and goodwill resulting from purchase price allocation at the date of acquisition, is recognised in the Parent Company's Income Statement.

In connection with transfers, potential profits are recognised when the economic rights related to the sold equity interests are transferred, however, at the earliest when the profit has been realised or is regarded as realisable. Moreover, realised losses other than impairments are included where identified.

Financial income and expenses
Financial income and expenses include interest income and expenses, financial expenses of finance leases, realised and unrealised gains and losses arising from securities, debt and transactions in foreign currencies, as well as charges and allowances under the tax-on-account scheme, etc. Financial income and expenses are recognised by the amounts that relate to the financial year. Interest income and expenses are calculated on amortised cost prices.

Tax
The tax for the year, which consists of the current tax for the year and changes in deferred tax, is recognised in the Income Statement by the share that may be attributed to the profit for the year, and is recognised directly in equity by the share that may be attributed to entries directly to equity.

Consolidated Financial Statements
Due to the Annual Account Act, §110 the Consolidated Financial Statements has not been prepared.

ACCOUNTING POLICIES

BALANCE SHEET

Tangible fixed assets
Other plant, fixtures and equipment are measured at cost less accumulated depreciation and impairment losses.

The depreciation base is cost less estimated residual value after end of useful life.

The cost includes the acquisition price and costs incurred directly in connection with the acquisition until the time when the asset is ready to be used.

Straight-line depreciation is provided on the basis of an assessment of the expected useful lives of the assets and their residual value:

	Useful life	Residual value
Other plant, fixtures and equipment...	3-5 years	0 %

Profit or loss on sale of tangible fixed assets is stated as the difference between the sales price less selling costs and the carrying amount at the date of sale. Profit or loss is recognised in the Income Statement as other operating income or other operating expenses.

Fixed asset investments
Investments in Equity interests in subsidiaries are measured in the Parent Company Balance Sheet under the equity method, which is regarded as a method of measuring/consolidation.

Equity investments in subsidiaries are measured in the Balance Sheet at the proportional share of the enterprises' carrying equity value, calculated in accordance with the Parent Company's accounting policies with deduction or addition of unrealised intercompany profits or losses and with addition or deduction of the residual value of positive or negative goodwill calculated according to the acquisition method. Negative goodwill is recognised in the Income Statement when the equity interest is acquired. Where the negative goodwill is related to acquired contingent liabilities, the negative goodwill will be recognised as income when the contingent liabilities have been settled or cease.

Net revaluation of equity interests in subsidiaries is transferred under equity to reserve for net revaluation under the equity value method to the extent that the carrying amount exceeds the acquisition value.

Subsidiaries with a negative carrying equity value are measured to DKK 0 and any amounts due from these enterprises are written down to the extent that it is deemed to be irrecoverable. If the carrying negative equity value exceeds receivables, the residual amount is recognised under provision for liabilities to the extent that the Company has a legal or actual liability to cover the subsidiary's subsidiary's deficit.

ACCOUNTING POLICIES

Impairment of fixed assets
The carrying amount of tangible assets together with fixed assets, which are not measured at fair value,, are assessed annually for indications of impairment other than that reflected by amortisation and depreciation.

In the event of impairment indications, an impairment test is made for each asset or group of assets, respectively. If the recoverable amount is lower than the carrying amount, the asset is written down to the recoverable amount.

The recoverable amount is calculated at the higher of the capital value and the sales value less expected costs of a sale. The capital value is determined as the Company's share in the current value of the net cash flows which the subsidiary is expected to generate through its activities and from sale of assets after the end of their useful lives. A discount rate is used which reflects the risk-free market rate and the owners' minimum return on interest requirements for similar assets. The growth rate in the terminal period is determined in accordance with the standards within the industry.

Inventories
Inventories are measured at cost using the FIFO-principle. If the net realisable amount is lower than cost, the inventories are written down to the lower amount.

The cost of merchandise as well as raw materials and consumables is calculated at acquisition price with addition of transportation and similar costs.

The cost of finished goods and work in progress includes the cost of raw materials, consumables, direct payroll cost and other direct production cost.

The net realisable value of inventories is stated at the expected sales price less direct completion costs and costs incurred to execute the sale and is determined with due regard to marketability, obsolescence and development in expected sales price of the inventories.

Receivables
Receivables are measured at amortised cost which usually corresponds to nominal value. The value is written down to meet expected losses.

Accruals, assets
Accruals recognised as assets include costs incurred relating to the subsequent financial year.

Securities
Securities recognised as current assets, comprise public quoted bonds, shares and other securities. Public quoted securities are measured at the market price. Non-quoted equity interests are measured at cost price. Other securities are measured at cost price in so far as an approximate sales value cannot be stated reliably.

ACCOUNTING POLICIES

Tax payable and deferred tax
Current tax liabilities and receivable current tax are recognised in the Balance Sheet as the calculated tax on the taxable income for the year, adjusted for tax on the taxable income for previous years and taxes paid on account.

Deferred tax is measured on the temporary differences between the carrying amount and the tax value of assets and liabilities.

Deferred tax assets, including the tax value of tax loss carryforwards, are measured at the amount at which the asset is expected to be used within a reasonable number of years, either by setoff against tax on future earnings or by setoff against deferred tax liabilities within the same legal tax entity.

Deferred tax is measured on the basis of the tax rules and tax rates that under the legislation in force on the Balance Sheet date will be applicable when the deferred tax is expected to crystallise as current tax. Any changes in the deferred tax resulting from changes in tax rates, are recognised in the income statement, except from items recognised directly in equity.

Liabilities
Financial liabilities are recognised at the time of borrowing by the amount of proceeds received less transaction costs. In subsequent periods, the financial liabilities are measured at amortised cost equal to the capitalised value when using the effective interest, the difference between the proceeds and the nominal value being recognised in the Income Statement over the loan period.

The amortised cost of current liabilities corresponds usually to the nominal value.

Accruals, liabilities
Accruals recognised as liabilities include payments received regarding income in subsequent years.