

MailUp Nordics A/S

CVR-no. 21 06 12 71

Strandvejen 70, 2.
2900 Hellerup

Annual Report 2019

(Financial year 1 January 2019 - 31 December 2019)

The Annual Report is presented and
adopted at the Annual General Meeting of
shareholders on the 28 April 2020



Nazzareno Gorni

Chairman of the meeting

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Management's Statement

The Supervisory Board and the Executive Board have today considered and approved the Annual Report of 1 January 2019 - 31 December 2019 for MailUp Nordics A/S.

The Annual Report has been prepared 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 and liabilities, financial position and results of operations for the financial year ended 31 December

In our opinion the Management's Review gives a true and fair statement regarding the content in the Management's Review.

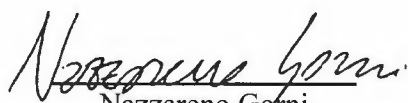
We recommend the Annual Report approved at the Annual General Meeting.

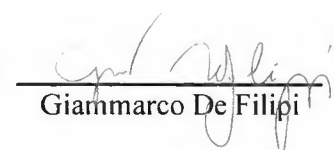
Gentofte, 28 April 2020

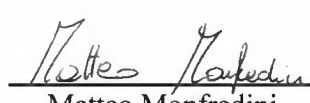
Executive Board:


Matteo Monfredini

Board of Directors:


Nazzareno Gorni


Giammarco De Filippi


Matteo Monfredini

We recommend the general meeting to opt out of audit for the annual report for 1 January - 31 December 2020. The board of directors and board of executives consider the conditions for opting out of audit to be fulfilled.

Independent Auditor's Reports

To the Shareholders of MailUp Nordics A/S

Report on financial statements

Opinion

We have audited the Financial Statements of MailUp Nordics A/S for the financial year 1 January 2019 - 31 December 2019, which comprise the income statement, balance sheet, notes and accounting policies. The financial statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the Financial Statements give a true and fair view of the financial position of the Company at 31 December 2019 and of the results of the operations for the financial year 1 January 2019 - 31 December 2019, in accordance with the Danish Financial Statements Act.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and the additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the "Auditor's Responsibilities for the Audit of the Financial Statements" section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) and the additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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.

Independent Auditor's Reports (-continued)

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Financial Statements.

As part of an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting in preparing the Financial Statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

Independent Auditor's Reports (-continued)

- Evaluate the overall presentation, structure and contents of the Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that gives a true and fair view.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the Financial Statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Statement on Management's Review

Management is responsible for Management's Review.

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

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

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

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

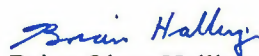
Independent Auditor's Reports (-continued)

Copenhagen, 28 April 2020

BDO,

statsautoriseret revisionsaktieselskab

CVR. no.: 20 22 26 70



Brian Olsen Halling

State Authorized Public Accountant

mne32094

Company details

Company details	MailUp Nordics A/S Strandvejen 70, 2. 2900 Hellerup
	Website: www.mailup.com
	CVR no.: 21 06 12 71
	Founded: 25 May 1998
	Registered office: Copenhagen
	Financial year: 1 January - 31 December
Executive Board	Matteo Monfredini
Supervisory Board	Nazzareno Gorni Giammarco De Filippi Matteo Monfredini
Auditor	BDO, Statsautoriseret Revisionsaktieselskab Havneholmen 29 1561 København K

Management's Review

Primary activities of the Company

The company's activity is to own shares in subsidiaries.

Development in activities and financial affairs

The company's income statement for the year 2019 shows a loss for the year of DKK 3.523.375, and balance sheet at 31 December 2019 shows an equity of DKK 5.991.328

Loss for the year is considered unsatisfactory.

Significant events occurred after the end of the financial year

In March 2020, two important systemic phenomena struck societies and economies at global level: the health emergency linked to the spread of the Covid-19 virus and the correlated collapse and increased volatility of the financial markets. These phenomena may have a significant impact on the global economy at a large scale and also in Europe and Denmark. In many countries it is expected a reduction of the GDP for the year 2020. At this moment, given the uncertainty of the situation and its possible evolution in terms of duration and the scope of its effects, it is extremely difficult to quantify its potential macroeconomic impacts and its indirect consequences in financial and economic terms on the company's business. The company's entire workforce has now been working remotely for several weeks. The company's procedures, as well as nature of business, are fully compliant and ready for remote working and collaboration. Hence the estimated impact on operations, productivity and personnel availability is deemed non substantial. The management is working, with the support of the MailUp Group, in order to both provide the best quantitative estimate of the effect of an economic slowdown and to identify all the measures and cost-saving opportunities that would strengthen our balance sheet and financial profile, hence our capacity to react timely and adequately to external changes.

Income statement 1 January - 31 December

DKK	Notes	2019	2018
Gross profit (loss)		-830	-38.382
Impairment of financial assets		-2.821.295	0
Financial expenses	1	-91.250	-54.083
Profit before tax		-2.913.375	-92.465
Tax expense	2	-610.000	0
Profit for the year		-3.523.375	-92.465
Proposed distribution of results			
Retained earnings		-3.523.375	-92.465
Proposed dividend recognised in equity		0	0
Total distribution		-3.523.375	-92.465

Balance sheet at 31 December

Assets

	<u>Notes</u>	<u>2019</u>	<u>2018</u>
Long-term investments in group enterprises		7.135.030	9.956.325
Financial fixed assets		7.135.030	9.956.325
Fixed assets		7.135.030	9.956.325
Deferred tax assets		0	610.000
Receivables		0	610.000
Cash and cash equivalents		42.427	55.342
Current assets		42.427	665.342
Assets		7.177.457	10.621.667

Balance sheet at 31 December

Equity and liabilities

	Notes	2019	2018
Share capital		500.000	500.000
Retained earnings		5.491.328	7.019.859
Equity	3	5.991.328	7.519.859
Payables to group enterprises		1.163.629	3.067.223
Long-term liabilities other than provisions		1.163.629	3.067.223
Trade payables		22.500	34.585
Short-term liabilities other than provisions		22.500	34.585
Liabilities other than provisions		1.186.129	3.101.808
Equity and liabilities		7.177.457	10.621.667
Uncertainty connected with recognition or measurement	4		
Contingent liabilities	5		
Consolidated accounts	6		

Notes

	<u>2019</u>	<u>2018</u>
1 Financial expenses		
Finance expenses arising from group enterprises	91.250	54.083
Other financial expenses	<u>0</u>	<u>0</u>
	<u>91.250</u>	<u>54.083</u>
2 Tax expense		
Tax expense on ordinary activities	0	0
Adjustment of deferred tax	<u>610.000</u>	<u>0</u>
	<u>610.000</u>	<u>0</u>
3 Equity		
Share capital at 1 January	<u>500.000</u>	<u>500.000</u>
Share capital at 31 December	<u>500.000</u>	<u>500.000</u>
Retained earnings at 1 January	7.019.859	7.112.324
Contribution from group	1.994.844	0
Proposed distribution of results this year	<u>-3.523.375</u>	<u>-92.465</u>
Retained earnings at 31 December	<u>5.491.328</u>	<u>7.019.859</u>
Equity 31 December	<u>5.991.328</u>	<u>7.519.859</u>

Notes

4 Uncertainty connected with recognition or measurement

Management has performed an impairment test of the investment in group enterprises per group policy. The impairment test has confirmed that there is the need to make a write down of the investment in group enterprises equals to DKK 2.821.295 because the historic cost exceeds the recoverable amount of the investment. According to the impairment test the management also made a write down of the previously recognised deferred tax assets equals to DKK 610.000.

5 Contingent liabilities

The company is joint taxed with the other Danish companies in the MailUp group. The company is as administration company jointly liable with the other Danish companies in the joint taxation Danish corporation taxes and taxes on dividends, interest and royalties.

6 Consolidated accounts

The consolidated financial statements, which comprise the smallest and largest group, can be obtained from:

MailUp S.p.A.
via Pola 9
20214 Milano
Italy

<http://mailupgroup.com/financial-reports/>

Accounting policies

The Annual Report has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class B with election from reporting class C.

The accounting policies are consistent with those of last year.

General

Reporting currency

The Annual Report is presented in Danish Kroner (DKK).

Currency retranslation

Transactions denominated in foreign currency are translated into the functional currency at the exchange rates ruling at the date of the transaction. Exchange differences arising between the transaction date and the exchange rate at the date of actual payment are recognized in the income statement under financial income or financial expenses.

Receivables, payables and other monetary items denominated in foreign currencies are translated into the functional currency at the exchange rates ruling at the balance sheet date. The difference between the exchange rates ruling at the balance sheet date and at the date when the receivable or payable arose is recognized in the income statement under financial income or financial expenses.

Non-current assets acquired in foreign currency are measured to the exchange rate ruling at the date of the transaction.

Consolidated financial statements

In accordance with the exemption in the section 112 of the Danish Financial Statements Act no consolidated financial statements have been prepared.

Accounting policies

Income statement

Gross profit

With reference to section 32 of the Danish Financial Statement Act, the items “Revenue” to and including “Other external expenses” are consolidated into one item designated “Gross profit”.

Other external expenses

Other external expenses include expenses related to administration ei.

Other operating income and expenses

Other operating income and expenses includes items of a secondary nature relative to the enterprise’s core business.

Dividends from group enterprises

Received dividends in the financial year from group enterprises are recognized in the income statement.

Financial items

Financial income and expenses are recognized in the income statement with the amounts related to the year. Financial income and expenses comprise interest receivable and payable, realised and unrealised capital gains on securities and currency translation adjustments.

Tax expense

Tax on income for the year, consisting of the year’s current tax and deferred tax, is recognized in the income statement to the extent that it relates to the income or loss for the year and on equity to the extent that it relates there to.

Accounting policies

Balance sheet

Financial fixed assets

Investments in group enterprises

Investments in group enterprises are recognized at historic cost less accumulated impairment losses. If the historic cost exceeds the recoverable amount the investment is written down to

Receivables

Receivables are measured at amortized cost which corresponds in all material respects to nominal value. The value is reduced with provisions for expected bad debts.

Dividends

Dividends expected to be paid in respect of the year are stated as a separate line item under liabilities.

Current tax and current deferred tax

The company is as a parent company liable for all outstanding taxes in the joint taxation.

The Company is subject to joint taxation with Danish group companies. The current corporation tax is distributed among the joint taxable companies in proportion to their taxable income and with full allocation and refund related to tax losses. The joint taxable companies are included in the on account tax scheme. Joint taxation contributions receivable and payable are recognised in the Balance Sheet under current assets and liabilities, respectively.

Current tax liabilities and current tax assets are recognized in the balance sheet as estimated tax on the taxable income for the year, adjusted for change in tax on prior years' taxable income and for tax paid under the on-account tax scheme.

Accounting policies

Deferred tax is measured according to the balance sheet liability method on all timing differences between the tax and accounting value of assets and liabilities.

Deferred tax assets, including the tax value of tax loss carryforwards, are recognised at the expected value of their utilisation within the foreseeable future; either as a set-off against tax on future income or as a set-off against deferred tax liabilities in the same legal tax entity. Any deferred net assets are measured at net realisable value.

Deferred income tax is measured using tax rules and tax rates that apply by the balance sheet date when the deferred tax asset is realised or the deferred income tax liability is settled. The change in deferred tax as a result of changes in tax rates is recognized in the income statement.

Liabilities

Other liabilities are measured at amortized cost, corresponding to the nominal value.