



Piaster Revisorerne  
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# Mailup Nordic A/S

Frederikskaj 4, 2450 København SV

Company reg. no. 21 06 12 71

## Annual report

1 January - 31 December 2022

The annual report was submitted and approved by the general meeting on the 16 March 2023.

Nazzareno Gorni  
Chairman of the meeting

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Notes:

- To ensure the greatest possible applicability of this document, IAS/IFRS English terminology has been used.
- Please note that decimal points have not been used in the usual English way. This means that for instance DKK 146.940 means the amount of DKK 146,940, and that 23,5 % means 23.5 %.

## Management's statement

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Today, the Board of Directors and the Managing Director have approved the annual report of Mailup Nordic A/S for the financial year 1 January - 31 December 2022.

The annual report has been prepared in accordance with the Danish Financial Statements Act.

We consider the chosen accounting policy to be appropriate, and in our opinion, the financial statements give a true and fair view of the financial position of the Company at 31 December 2022 and of the results of the Company's operations for the financial year 1 January – 31 December 2022.

The Board of Directors and the Managing Director consider the conditions for audit exemption of the 2022 financial statements to be met.

Further, in our opinion, the Management's review gives a true and fair review of the matters discussed in the Management's review.

We recommend that the annual report be approved at the Annual General Meeting.

København SV, 16 March 2023

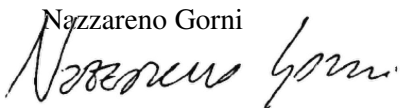
### Managing Director

Matteo Monfredini



**Board of directors**

Nazzareno Gorni



Giammarco De Filippi



Matteo Monfredini



## **Practitioner's compilation report**

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### **To the Management of Mailup Nordic A/S**

We have compiled the financial statements of Mailup Nordic A/S for the financial year 1 January - 31 December 2022 based on the company's bookkeeping and on information you have provided.

These financial statements comprise income statement, balance sheet, statement of changes in equity, notes and a summary of significant accounting policies.

We performed this compilation engagement in accordance with International Standard on Related Services 4410 (Revised), Compilation Engagements.

We have applied our expertise in accounting and financial reporting to assist Management in the preparation and presentation of these financial statements in accordance with the Danish Financial Statements Act. We have complied with relevant requirements under the Danish Act on Approved Auditors and Audit Firms and International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (IESBA Code) including principles of integrity, objectivity, professional competence and due care.

These financial statements and the accuracy and completeness of the information used to compile them are your responsibility.

Since a compilation engagement is not an assurance engagement, we are not required to verify the accuracy or completeness of the information you provided to us to compile these financial statements. Accordingly, we do not express an audit opinion or a review conclusion on whether these financial statements are prepared in accordance with the Danish Financial Statements Act.

Alleroed, 16 March 2023

### **Piaster Revisorerne**

Statsautoriseret Revisionsaktieselskab  
Company reg. no. 25 16 00 37

**Niels Kristian Tordrup Mørk**

State Authorised Public Accountant  
mne35462

## Company information

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|                           |  |
|---------------------------|--|
| <b>The company</b>        | Mailup Nordic A/S<br>Frederikskaj 4<br>2450 København SV   |
|                           | Web site <a href="http://www.mailup.com">www.mailup.com</a>                                      |
|                           | Company reg. no.    21 06 12 71  |
|                           | Established:            25 May 1998  |
|                           | Domicile:                Copenhagen  |
|                           | Financial year:        1 January - 31 December   |
| <b>Board of directors</b> | Nazzareno Gorni<br>Giammarco De Filippi<br>Matteo Monfredini                                     |
| <b>Managing Director</b>  | Matteo Monfredini  |
| <b>Auditors</b>           | Piaster Revisorerne, Statsautoriseret Revisionsaktieselskab<br>Engholm Parkvej 8<br>3450 Allerød |
| <b>Parent company</b>     | Growens S.p.A.   |
| <b>Subsidiary</b>         | Globase International ApS, Copenhagen  |

## **Management's review**

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### **Description of key activities of the company**

Like previous years, the activities are to own shares in subsidiaries.

### **Uncertainties about recognition or measurement**

On Feb 2, 2023, Growens Group signed a major agreement (Share Purchase Agreement or SPA) with another important Italian group called TeamSystem

The Transaction contemplates the sale of the Growens' Email Service Provider to TeamSystem, namely the going concern of the MailUp business unit, as well as the entire share capital (100%) of the subsidiaries Contactlab S.p.A., Acumbamail S.L., MailUp Nordics A/S and its wholly owned subsidiary Globase International A.p.S..

So, Growens will transfer, via the contribution of the MailUp branch to his subsidiary Contactlab S.p.A., renamed as MailUp S.p.A., the asset represented by the investment in MailUp Nordics and, indirectly, in Globase.

Teamsystem leader in digital solution and cloud market will represent going concern for the future of Mailuo Nordics A/S

### **Development in activities and financial matters**

Loss for the year is considered unsatisfactory.

**Income statement 1 January - 31 December**

All amounts in DKK.

| <u>Note</u>                                 | <u>2022</u>          | <u>2021</u>              |
|---|----------------------|--------------------------|
| <b>Gross profit</b>                         | <b>-2.261</b>        | <b>-920</b>              |
| Income from investments in subsidiaries     | <u>0</u>             | <u>-1.120.517</u>        |
| <b>Pre-tax net profit or loss</b>           | <b>-2.261</b>        | <b>-1.121.437</b>        |
| <b>Net profit or loss for the year</b>      | <b><u>-2.261</u></b> | <b><u>-1.121.437</u></b> |
| <b>Proposed distribution of net profit:</b> |                      |                          |
| Allocated from retained earnings            | <u>-2.261</u>        | <u>-1.121.437</u>        |
| <b>Total allocations and transfers</b>      | <b><u>-2.261</u></b> | <b><u>-1.121.437</u></b> |

**Balance sheet at 31 December**

All amounts in DKK.

| <b>Assets</b>                    |                  |                  |
|----------------------------------|------------------|------------------|
| <u>Note</u>                      | <u>2022</u>      | <u>2021</u>      |
| <b>Non-current assets</b>        |                  |                  |
| Investments in group enterprises | 4.787.375        | 4.787.375        |
| Total investments                | 4.787.375        | 4.787.375        |
| <b>Total non-current assets</b>  | <b>4.787.375</b> | <b>4.787.375</b> |
| <b>Current assets</b>            |                  |                  |
| Cash and cash equivalents        | 3.055            | 5.316            |
| <b>Total current assets</b>      | <b>3.055</b>     | <b>5.316</b>     |
| <b>Total assets</b>              | <b>4.790.430</b> | <b>4.792.691</b> |



**Balance sheet at 31 December**

All amounts in DKK.

| <b>Equity and liabilities</b>       |                         |                         |
|-------------------------------------|-------------------------|-------------------------|
| <u>Note</u>                         | <u>2022</u>             | <u>2021</u>             |
| <b>Equity</b>                       |                         |                         |
| Contributed capital                 | 500.000                 | 500.000                 |
| Retained earnings                   | 4.290.430               | 4.292.691               |
| <b>Total equity</b>                 | <b><u>4.790.430</u></b> | <b><u>4.792.691</u></b> |
| <br>                                |                         |                         |
| <b>Total equity and liabilities</b> | <b><u>4.790.430</u></b> | <b><u>4.792.691</u></b> |

**1 Contingencies****2 Related parties**

## Statement of changes in equity

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All amounts in DKK.

|                                | <u>Contributed<br/>capital</u> | <u>Retained<br/>earnings</u> | <u>Total</u>            |
|--------------------------------|--------------------------------|------------------------------|-------------------------|
| Equity 1 January 2021          | 500.000                        | 5.414.128                    | 5.914.128               |
| Retained earnings for the year | <u>0</u>                       | <u>-1.121.437</u>            | <u>-1.121.437</u>       |
| Equity 1 January 2022          | 500.000                        | 4.292.691                    | 4.792.691               |
| Retained earnings for the year | <u>0</u>                       | <u>-2.261</u>                | <u>-2.261</u>           |
|                                | <b><u>500.000</u></b>          | <b><u>4.290.430</u></b>      | <b><u>4.790.430</u></b> |

## Notes

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All amounts in DKK.

### 1. Contingencies

#### Joint taxation

The company acts as administration company for the group of companies subject to the Danish scheme of joint taxation and is unlimitedly, jointly, and severally liable, along with the other jointly taxed companies, to pay the total corporation tax.

The company is unlimitedly, jointly, and severally liable, along with the other jointly taxed companies, for any obligations to withhold tax on interest, royalties, and dividends.

### 2. Related parties

#### Consolidated financial statements

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

Growens S.p.A.

Via Pola 9

20124, Milan

Italy

<https://www.growens.io/en/financial-statements/>

## Accounting policies

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The annual report for Mailup Nordic A/S has been presented in accordance with the Danish Financial Statements Act regulations concerning reporting class B enterprises. Furthermore, the company has decided to comply with certain rules applying to reporting class C enterprises.

The accounting policies are unchanged from last year, and the annual report is presented in DKK.

No consolidated financial statements have been prepared pursuant to section 112 (1) of the Danish Financial Statements Act. The financial statements of Mailup Nordic A/S and its group enterprises are included in the consolidated financial statements for , , reg. no. .

### Recognition and measurement in general

Income is recognised in the income statement concurrently with its realisation, including the recognition of value adjustments of financial assets and liabilities. Likewise, all costs are recognised in the income statement, including depreciations amortisations, writedowns for impairment, provisions, and reversals due to changes in estimated amounts previously recognised in the income statement.

Assets are recognised in the statement of financial position when it seems probable that future economic benefits will flow to the company and the value of the asset can be reliably measured.

Liabilities are recognised in the statement of financial position when it is seems probable that future economic benefits will flow out of the company and the value of the liability can be reliably measured.

Assets and liabilities are measured at cost at the initial recognition. Hereafter, assets and liabilities are measured as described below for each individual accounting item.

Upon recognition and measurement, allowances are made for such predictable losses and risks which may arise prior to the presentation of the annual report and concern matters that exist on the reporting date.

### Foreign currency translation

Transactions in foreign currency are translated by using the exchange rate prevailing at the date of the transaction. Differences in the rate of exchange arising between the rate at the date of transaction and the rate at the date of payment are recognised in the profit and loss account as an item under net financials. If currency positions are considered to hedge future cash flows, the value adjustments are recognised directly in equity in a fair value reserve.

Receivables, payables, and other foreign currency monetary items are translated using the closing rate. The difference between the closing rate and the rate at the time of the occurrence or initial recognition in the latest financial statements of the receivable or payable is recognised in the income statement under financial income and expenses.

## **Accounting policies**

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### **Income statement**

#### **Gross loss**

Gross loss comprises the revenue, changes in inventories of finished goods, and work in progress, own work capitalised, other operating income, and external costs.

Revenue is recognised in the income statement if delivery and passing of risk to the buyer have taken place before the end of the year and if the income can be determined reliably and inflow is anticipated. Revenue is measured at the fair value of the consideration promised exclusive of VAT and taxes and less any discounts relating directly to sales.

Other external expenses comprise expenses incurred for, administration etc.

#### **Results from investments in group enterprises**

Dividend from investments in group enterprises is recognised in the financial year in which the dividend is declared.

## Accounting policies

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### Statement of financial position

#### Investments

##### Investments in group enterprises

Investments in group enterprises are recognised and measured at cost. If the recoverable amount is lower than the cost price, it shall be written down for impairment to this lower value.

##### Impairment loss relating to non-current assets

The carrying amount of both intangible and tangible fixed assets as well as equity investments in group enterprises are subject to annual impairment tests in order to disclose any indications of impairment beyond those expressed by amortisation and depreciation respectively.

If indications of impairment are disclosed, impairment tests are carried out for each individual asset or group of assets, respectively. Writedown for impairment is done to the recoverable amount if this value is lower than the carrying amount.

The recoverable amount is the higher value of value in use and selling price less expected selling cost. The value in use is calculated as the present value of the expected net cash flows from the use of the asset or the asset group and expected net cash flows from the sale of the asset or the asset group after the end of their useful life.

Previously recognised impairment losses are reversed when conditions for impairment no longer exist. Impairment relating to goodwill is not reversed.

##### Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand.

##### Income tax and deferred tax

As administration company, Mailup Nordic A/S is liable to the tax authorities for the subsidiaries' corporate income taxes.

Current tax liabilities and current tax receivable are recognised in the statement of financial position as calculated tax on the taxable income for the year, adjusted for tax of previous years' taxable income and for tax paid on account.

The company is jointly taxed with consolidated Danish companies. The current corporate income tax is distributed between the jointly taxed companies in proportion to their taxable income and with full distribution with reimbursement as to tax losses. The jointly taxed companies are comprised by the Danish tax prepayment scheme.

Deferred tax is measured on the basis of temporary differences in assets and liabilities with a focus on the statement of financial position. Deferred tax is measured at net realisable value.

## **Accounting policies**

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Deferred tax is measured based on the tax rules and tax rates applying under the legislation prevailing in the respective countries on the reporting date when the deferred tax is expected to be released as current tax. Changes in deferred tax due to changed tax rates are recognised in the income statement, except for items included directly in the equity.

Deferred tax assets, including the tax value of tax losses allowed for carryforward, are recognised at the value at which they are expected to be realisable, either by settlement against tax of future earnings or by set-off in deferred tax liabilities within the same legal tax unit. Any deferred net tax assets are measured at net realisable value.

### **Liabilities other than provisions**

Other liabilities concerning payables to suppliers, group enterprises, and other payables are measured at amortised cost which usually corresponds to the nominal value.

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"Med min underskrift bekræfter jeg indholdet og alle datoer i dette dokument."

**Niels Kristian Tordrup Mørk**

Revisor

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