

ANNUAL REPORT
1 June 2018 - 31 May 2019

Area9 Labs ApS
Galionsvej 37
1437 København K

CVR nr. 25167406

Submitter:
Sønderup I/S
Statsautoriserede revisorer

**Presented and approved at the company's ordinary
general meeting 25 October 2019**

Chairman
Jakob Juul Christensen



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Management's Statement on the Annual Report

The management have today considered and approved the annual report for Area9 Labs ApS for the financial year 1 June 2018 to 31 May 2019.

The annual report is presented in accordance with the Danish Financial Statements Act.

In the managements opinion, the financial statements give a true and fair view of the company's financial position at 31 May 2019 and of its financial performance for the financial year 1 June 2018 to 31 May 2019.

We recommend the annual report for approval at the annual general meeting.

Copenhagen, 11 October 2019

Executive Board

Asger Kunuk Alstrup Palm

Board of Directors:

Ulrik Juul Christensen

Asger Kunuk Alstrup Palm

Independent Auditor's Report

To the shareholders of Area9 Labs ApS

Auditor's Report on the Financial Statements

Opinion

We have audited the Financial Statements of Area9 Labs ApS for the financial year 1 June 2018 - 31 May 2019, which comprise income statement, balance sheet and notes, including a summary of significant accounting policies, for the Company. 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 Company's financial position at 31 May 2019 and of the results of the Company's operations for the financial year 1 June 2018 - 31 May 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 rules and 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.

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 of accounting information taken on the basis of these Financial Statements.

Independent Auditor's Report

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.
- * 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.

Independent Auditor's Report

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.

Ringsted, 11 October 2019

SØNDERUP I/S
statsautoriserede revisorer
CVR 31824559

Tom Sønderup
State Authorised Public Accountant
mne10489

Accounting principles applied

The annual report for Area9 Labs ApS 2018/19 has been prepared in accordance with the Danish Financial Statements Act for class B companies with optional rules of class C.

The income statement is presented by type of expenditure and the balance sheet is presented in account from. The measurement currency used is Danish kroner. All other currencies are considered foreign currency.

The accounting principles were applied consistently with the principles of last year's financial reporting.

Changes to accounting estimates

The company has now recognised the entirety of its deferred tax assets related to tax losses, as compared to the previous recognition of only half of the deferred tax assets. The increase in activation of these deferred tax assets is due to the fact that it has been determined to be reasonably probable that the entirety of the tax assets can be used within a period of 1-3 years.

This revaluation has had the effect that assets have been increased by TDKK 854, the income statement has been increased by TDKK 854, and equity has been increased by TDKK 854.

General information on recognition and measurement

Income is recognized in the income statement as earned, including any value adjustments of financial assets and liabilities. Furthermore, all costs, including amortisation/depreciation and write-downs, are recognized in the income statement.

Assets are recognized in the balance sheet when it is probable that future economic benefits will flow to the company, and the value of the assets can be measured reliably.

Liabilities are recognized in the balance sheet when it is probable that future economic benefits will flow out of the company, and the value of the liabilities can be measured reliably.

The first recognition measures assets and liabilities at cost. Subsequently, assets and liabilities will be measured individually in respect of each accounting item as described below.

Anticipated risks and losses that arise before the time of presentation of the annual report and that confirm or invalidate affairs and conditions existing at the balance sheet date are considered at recognition and measurement.

Income statement

Gross profit

In pursuance of section 32 (1) of the Danish Financial Statements Act, the first item in the income statement is the gross profit. The item gross profit is the result of revenue, cost of sales, other external cost and other operating income.

Accounting principles applied

Revenue

Revenue from the sale of services is recognized in the income statement as performed, if the income can be determined reliably and is expected to be received. Revenue is recognized ex. VAT and net of discounts in connection with the sale. Revenue corresponds to the market value of the work in progress (production method).

Cost of goods sold

Cost of goods sold comprises the financial year's cost of sales measured to sales price, adjusted for ordinary inventory write-offs.

Other operating income and expenses

Other operating income and expenses comprise items of a secondary nature in relation to the company's core business.

Other external costs

Other external cost comprise costs for distribution, sales, advertising, administration, premises, bad debts, operating leasing costs etc.

Staff expenses

Staff expenses contains salaries and wages, including holiday payment, pensions and other social security costs etc. to the company's employees. In staff expenses are received subsidies from public authorities, deducted.

Financial items

Financial income and expenses are recognized in the income statement with the amounts relating to the financial year. The financial items comprise interest income and expense, realized and unrealized exchange rate, gains and losses resulting from transactions in foreign currencies and surcharges and refunds regarding corporation tax.

Tax for the year

The company is jointly taxed with other group companies. The current corporation tax is divided between the jointly taxed companies pro rata to their taxable incomes. The parent company functions as the management company for the joint taxation and handles the tax payments to the danish tax authorities.

Tax for the year, which consists of current tax for the year and changes in deferred tax, is recognized in the income statement by the portion attributable to the profit for the year and recognized directly on equity by the portion attributable to entries directly on equity.

Balance sheet

Tangible fixed assets

Operating equipment, tools and fixtures as well as leasehold improvements are measured at cost price less accumulated depreciation and write-down.

Accounting principles applied

Depreciation is based on cost price less expected residual value after end of service life. The cost price includes acquisition price and costs directly linked to the acquisition until the time when the asset is ready for commencement of use.

Straight-line depreciation is based on the following assesment of the assets expected useful lives:

- Other fixtures and fittings, tools and equipment: Life cycle 3-10 years, residual value 0-20%.
- Leasehold improvements: Life cycle 3-10 years, residual value 0-20%.

Assets with a cost per unit under the tax threshold for small assets are recognized as expenses in the year of acquisition.

Profits or losses in connection with disposal of tangible fixed assets are calculated as the difference between the sales price less sales costs and the book value at the time of sale. Profits and losses are entered in the income statement under other operating income and -costs.

Financial fixed assets

Investments in group companies and associates

Investments in associates are measured at cost. In cases where the cost exceeds net realizable value, it is written down to its recoverable amount.

Dividends from investments in associates are recognized in the parent company's income statement in the period in which the dividend is declared. To the extent that distributed dividends exceed the accumulated earnings after the transfer date, the dividend is recognized as a reduction of the investment cost.

The proportionate share of the group companies are recognized in the income statement. Investments from these companies are recognized in the balance sheet at the proportionate share of the net asset value.

Group companies with negative net asset values are recognized at DKK zero and any receivables from these enterprises are written down by the parent company's share of the negative equity to the extent it is deemed uncollectible. If the negative net book value exceeds the amount owed, the remaining amount is recognized under provisions to the extent that the parent has a legal or constructive obligation to cover the subsidiary's balance sheet.

The total net revaluation of investments in group companies are transferred to reserve for net revaluation according to the equity method under equity. The reserve is reduced by dividend payments to the parent company and by other changes in equity in group companies.

Newly acquired or established companies are recognized in the annual report from the acquisition date. Sold or divested companies are included up to the date of disposal.

Accounting principles applied

Surcharge on acquisition of interests in relation to the actual net asset value is considered goodwill. This goodwill is amortized linearly over the estimated service life. The amortization period for goodwill is in the annual report incorporated with 10 years.

Impairment of fixed assets

The carrying value of intangible and tangible fixed assets and investments in subsidiaries are assessed annually for indications of impairment beyond what is expressed by depreciation.

If there are indications of impairment, an impairment test of each asset or group of assets will be made. Impairment will be made to its recoverable amount if this is lower than the carrying value.

Inventories

Inventories are valued at cost using the FIFO method. In cases where net realizable value is lower than cost, it will be written down to this lower value.

Cost of goods for resale, raw materials and consumables comprise of purchase price plus transportation costs.

The cost of finished goods and work in progress comprises raw materials, direct labor and direct production costs.

The net realizable value of inventories is calculated as the selling price less costs of completion and costs to be incurred to make the sale and is determined taking into account marketability, obsolescence and development in expected sales.

Receivables

Receivables are measured at amortized cost, which usually corresponds to the nominal value. Value is reduced by provisions for bad debts.

Prepayments

Prepaid expenses are recorded as assets.

Cash funds

Cash funds are measured at nominal value.

Dividend

Proposed dividend for the financial year is recognized as a separate component of the equity. Proposed dividends are recognized as a liability at the time of adoption.

Tax payable and deferred tax

Current tax liabilities and current tax assets are recognized in the balance sheet as tax calculated on the taxable income allocated with the current tax rate, and adjusted for tax on prior years taxable income and prepaid taxes.

Accounting principles applied

Deferred tax is measured by the liability method concerning temporary differences between the carrying value and tax value of assets and liabilities, calculated based on the planned use of the assets and settlement of the obligation, respectively.

Deferred tax assets, including the tax value of tax losses allowed for carry-forward, are measured at the value at which the asset is expected to be realisable, either through elimination in tax on future earnings or through offsetting in deferred tax liabilities in the same legal tax unit. Any deferred net tax assets are measured at their net realisation values.

Deferred tax is measured based on the tax rules and tax rates applicable in pursuance of the legislation in force on the balance sheet date when the deferred tax is expected to become payable as current tax. Changes in deferred tax due to change in tax rates is recognized in the income statement.

Liabilities

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

Conversion of foreign currency

Transactions in foreign currencies are converted at the rate of exchange on the transaction date. Exchange differences arising between the rate on the transaction date and the rate on the payment date are recognized in the income statement as a financial income or expense. If the foreign exchange position is considered to hedge future cash flows, the unrealised exchange adjustments are recognized directly in the equity.

Accounts receivable, payable and other monetary items in foreign currencies that are not settled on the balance sheet date are converted at the exchange rate on the balance sheet date. The difference between the exchange rate on the balance sheet date and the receivable or payable is recognized in the income statement as financial income or expenses.

Fixed assets acquired in foreign currencies are converted at the rate of exchange on the transaction date.

Income statement 1 June - 31 May

Note	2018/19	2017/18
Gross profit	-73.266	1.285.804
1. Staff costs	-317.084	-4.808.701
2. Depreciation and write-downs	-99.194	-158.829
OPERATING PROFIT	-489.544	-3.681.726
Income from investments in group companies	9.676.189	-24.890.114
Financial income from group companies	1.953.503	1.815.392
Other financial income	-868.187	228.535
Financial expenses to group companies	-2.751.965	-2.458.165
Other financial costs	-92.162	-111.759
PROFIT/-LOSS BEFORE TAX	7.427.834	-29.097.837
Tax for the year	1.343.655	49.244
NET PROFIT/-LOSS FOR THE YEAR	8.771.489	-29.048.593
Appropriation of profit		
Retained earnings	8.771.489	-29.048.593
Total appropriation	8.771.489	-29.048.593

Balance sheet 31 May

Note	2018/19	2017/18
ASSETS		
Other fixtures and fittings, tools and equipment	4.931	38.709
Leasehold improvements	57.004	122.420
Total tangible fixed assets	61.935	161.129
3. Financial fixed assets		
Investments in associates	1.000	1.000
Other receivables	634.925	633.751
Total financial fixed assets	635.925	634.751
TOTAL FIXED ASSETS	697.860	795.880
Finished goods and merchandise	7.782.927	7.080.683
Total inventories	7.782.927	7.080.683
Receivables from sales and services	0	25.994
Receivables from group companies	15.999.344	7.986.033
Receivables from associates	86.479	84.175
Deferred tax assets	2.156.341	937.820
Other receivables	131.930	7.611
Prepayments	122.793	114.285
Total receivables	18.496.887	9.155.918
Cash funds	210.754	122.781
Total cash funds	210.754	122.781
TOTAL CURRENT ASSETS	26.490.568	16.359.382
TOTAL ASSETS	27.188.428	17.155.262

Balance sheet 31 May

Note	2018/19	2017/18
EQUITY AND LIABILITIES		
4. Equity		
Share capital	80.000	80.000
Retained earnings	-76.040.908	-84.812.396
TOTAL EQUITY	-75.960.908	-84.732.396
5. Long-term liabilities		
Payables to group companies	102.945.128	99.176.661
Total long-term liabilities	102.945.128	99.176.661
Other credit institutions	20.086	2.284.415
Suppliers of goods and services	83.898	243.026
Other payables	100.224	182.921
Debt to shareholders and management	0	635
Total short-term liabilities	204.208	2.710.997
TOTAL LIABILITIES	103.149.336	101.887.658
TOTAL EQUITY AND LIABILITIES	27.188.428	17.155.262
6. Uncertainty about the continued operation		
7. Main activity		
8. Contingencies		

Noter

	2018/19	2017/18
1. Staff costs		
Salaries	269.557	4.534.267
Pension costs	43.125	214.147
Other social security costs	4.402	60.287
Total staff costs	317.084	4.808.701
Persons employed on average	1	9
2. Depreciation and write-downs		
Depreciation and write-downs of fixed assets	99.194	158.829
Total depreciation and write-downs	99.194	158.829
3. Financial fixed assets		
Specification of investments in group companies		
Area9 Learning ApS, Copenhagen, 100%		
Specification of investments in associated companies		
Comapping A/S, Copenhagen, 47,5%		
4. Equity		
Share capital		
Beginning of year	80.000	80.000
End of year	80.000	80.000
Retained earnings		
Beginning of year	-84.812.397	-55.763.803
Transferred from net profit	8.771.489	-29.048.593
End of year	-76.040.908	-84.812.396
Equity end of year	-75.960.908	-84.732.396
5. Long-term liabilities		
TDDK 102.945 of long-term debt are due after 5 years.		

6. Uncertainty about the continued operation

The company's continued operation is subject to the retention of the credit available from suppliers and main shareholder, under the current conditions, and that fresh capital is contributed if needed. There is nothing that indicates that the credits would not be available and that there should not be given additional credit for at least 12 months from the balance sheet date. There is delivered letter of intent about necessary credit from main shareholder until 31 May 2020. The annual report is prepared in accordance with the principle of continuous operation.

Noter

7. Main activity

The company's main activity is the development and marketing of software solutions and related business.

8. Contingencies

The company has entered into a lease with an annual rent cost of TDKK 1.230. Within the contract there is a clause stating that 6 months notice is required prior to termination of the lease.

The company is liable for the total tax of jointly taxed Danish companies.

The organisation has expressed that it wishes to provide liquidity to its subsidiaries, only for the necessary functions for continued operations. The statement is given to the next financial reporting period.

Dette dokument er underskrevet af nedenstående parter, der med deres underskrift har bekræftet dokumentets indhold samt alle datoer i dokumentet.

This document is signed by the following parties with their signatures confirming the documents content and all dates in the document.

Asger Kunuk Alstrup Palm

Som Direktør
PID: 9208-2002-2-746386630577
Tidspunkt for underskrift: 07-11-2019 kl.: 12:50:16
Underskrevet med NemID

NEM ID

Asger Kunuk Alstrup Palm

Som Bestyrelsesmedlem
PID: 9208-2002-2-746386630577
Tidspunkt for underskrift: 07-11-2019 kl.: 12:50:16
Underskrevet med NemID

NEM ID

Ulrik Juul Christensen

Som Bestyrelsesmedlem
PID: 9208-2002-2-770528223622
Tidspunkt for underskrift: 07-11-2019 kl.: 02:15:31
Underskrevet med NemID

NEM ID

Jakob Juul Christensen

Som Dirigent
PID: 9208-2002-2-046549915951
Tidspunkt for underskrift: 07-11-2019 kl.: 15:02:48
Underskrevet med NemID

NEM ID

Tom Sønderup

Som Revisor
RID: 1232019958738
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