Tel.: +45 89 30 78 00
aarhus@bdo.dk
www.bdo.dk

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

MINDWORKING A/S

VÆRKMESTERGADE 11, 2. FLOOR, 8000 AARHUS C

ANNUAL REPORT

1 JUNE 2022 - 31 MAY 2023

The Annual Report has been presented and adopted at the Company's Annual General Meeting on 18 September 2023

Claus Mathorne

CVR NO. 27 48 99 74

CONTENTS

COMPANY DETAILS

Company	MINDWORKING A/S Værkmestergade 11, 2. sal 8000 Aarhus C	
	CVR No.:	27 48 99 74
	Established:	26 November 2003
	Municipality:	Aarhus
	Financial Year:	1 June 2022 - 31 May 2023
Board of Directors	Mark Alan Robert Armstrong, chairman Maurice Andre Hernandez Jeffrey Jackson Wylie	
Executive Board	Claus Mathorne	
Auditor	BDO Statsautoriseret revisionsaktieselskab Kystvejen 29 8000 Aarhus C	

MANAGEMENT'S STATEMENT

Today the Board of Directors and Executive Board have discussed and approved the Annual Report of MINDWORKING A/S for the financial year 1 June 2022 - 31 May 2023.

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 May 2023 and of the results of the Company's operations for the financial year 1 June 2022 - 31 May 2023.

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, 18 September 2023

Executive Board

Claus Mathorne

Board of Directors

Mark Alan Robert Armstrong Chairman	Maurice Andre Hernandez	Jeffrey Jackson Wylie

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of MINDWORKING A/S

Opinion
We have audited the Financial Statements of MINDWORKING A/S for the financial year 1 June 2022 - 31 May 2023, which comprise income statement, Balance Sheet, statement of changes in equity, notes and a summary of significant 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 assets, liabilities and financial position of the Company at 31 May 2023 and of the results of the Company's operations for the financial year 1 June 2022 - 31 May 2023 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' 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 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.*

INDEPENDENT AUDITOR'S REPORT

- *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.*

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 Commentary
Management is responsible for Management Commentary.

Our opinion on the Financial Statements does not cover Management Commentary, 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 Commentary and, in doing so, consider whether Management Commentary 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 Commentary provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, we conclude that 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 of Management Commentary.

Aarhus, 18 September 2023

BDO Statsautoriseret revisionsaktieselskab
CVR no. 20 22 26 70

Thomas Nørgaard Christensen
State Authorised Public Accountant
MNE no. mne40048

MANAGEMENT COMMENTARY

Principal activities
Mindworking develops sales and marketing software for real estate agents, banks, and credit banks. We strive to deliver software that strengthen our customers' business through customer focused and holistic digital solutions.

Recognition and measurement uncertainty
The management is not aware of any unusual uncertainties regarding the recognition or measurement of activities that may affect the result.

Development in activities and financial and economic position
Mindworking A/S has throughout the financial year entered partnerships with various companies to offer our customers new products and services that focus on digital transformation, and which comply with an increasing requirement for data security.

In 2022, the housing market began to shift from a seller's to a buyer's market. The economic outlook looked relatively good, but Russia's war in Ukraine, the higher prices of energy and groceries and rising interest rates, among other things, changed the picture. The future looked more uncertain, and it had become more expensive to be Dane. This may have made many people reluctant to buy a home. As a result, significantly fewer homes and owner-occupied flats were traded, which contributed to the year's result ending with a larger loss.

Mindworking's income statement for the financial year shows a loss of DKK 14.3 million against a loss of DKK 55.5 million last year, and the company's balance as of 31st May 2023 show a equity capital of DKK -5.8 million.

The company has recieved a letter of support from it's owner and therefore are the financial terms and business operation secured for upcoming year.

Significant events after the end of the financial year
There have been no significant events since the reporting period has ended.

INCOME STATEMENT 1 JUNE - 31 MAY

	Note	2022/23 DKK	2021/22 DKK
GROSS PROFIT		**25.401.226**	**46.489.814**
Staff costs	1	-34.308.294	-43.159.134
Depreciation, amortisation and impairment losses		-3.034.608	-73.226.282
OPERATING LOSS		**-11.941.676**	**-69.895.602**
Other financial income	2	18.811	12.466
Other financial expenses	3	-900.442	-880.401
LOSS BEFORE TAX		**-12.823.307**	**-70.763.537**
Tax on profit/loss for the year	4	-1.474.317	15.223.833
LOSS FOR THE YEAR		**-14.297.624**	**-55.539.704**

PROPOSED DISTRIBUTION OF PROFIT

Retained earnings		-14.297.624	-55.539.704
TOTAL		**-14.297.624**	**-55.539.704**

BALANCE SHEET AT 31 MAY

ASSETS	Note	2023 DKK	2022 DKK
Development projects completed		7.693.144	8.776.696
Intangible fixed assets acquired		3.100.000	3.507.334
Goodwill		3.340.533	1.070.752
Intangible assets	5	**14.133.677**	**13.354.782**
Other plant, machinery tools and equipment		2.927.971	3.166.530
Leasehold improvements		343.236	477.115
Property, plant and equipment	6	**3.271.207**	**3.643.645**
Rent deposit and other receivables		567.443	566.549
Financial non-current assets	7	**567.443**	**566.549**
NON-CURRENT ASSETS		**17.972.327**	**17.564.976**
Trade receivables		6.097.671	5.294.120
Corporation tax receivable		0	1.407.455
Prepayments		675.373	895.808
Receivables		**6.773.044**	**7.597.383**
Cash and cash equivalents		**2.889.471**	**694.474**
CURRENT ASSETS		**9.662.515**	**8.291.857**
ASSETS		**27.634.842**	**25.856.833**

BALANCE SHEET AT 31 MAY

EQUITY AND LIABILITIES	Note	2023 DKK	2022 DKK
Share capital		5.527.500	5.527.500
Reserve for development costs		6.000.655	6.845.823
Retained earnings		-17.364.282	-3.911.826
EQUITY		**-5.836.127**	**8.461.497**
Provision for deferred tax		1.864.703	961.883
PROVISIONS		**1.864.703**	**961.883**
Frozen holiday pay		2.256.131	2.283.348
Non-current liabilities	8	**2.256.131**	**2.283.348**
Prepayments from customers		0	24.375
Trade payables		4.737.127	2.373.073
Debt to Group companies		14.060.601	5.363.425
Other liabilities		8.319.413	4.555.904
Deferred income		2.232.994	1.833.328
Current liabilities		**29.350.135**	**14.150.105**
LIABILITIES		**31.606.266**	**16.433.453**
EQUITY AND LIABILITIES		**27.634.842**	**25.856.833**

Contingencies etc. 9

Uncertainty with respect to going concern 10

EQUITY

	Share capital	Reserve for development costs	Retained earnings	Total
Equity at 1 June 2022	5.527.500	6.845.823	-3.911.826	8.461.497
Proposed profit allocation			-14.297.624	-14.297.624
Other legal bindings				
Revaluations in the year		-845.168	845.168	0
Equity at 31 May 2023	**5.527.500**	**6.000.655**	**-17.364.282**	**-5.836.127**

NOTES

	2022/23 DKK	2021/22 DKK	Note
Staff costs			1
Number of full time employees	52	47	
Wages and salaries	29.567.000	36.869.233	
Pensions	2.445.276	2.810.582	
Social security costs	401.652	618.197	
Other staff costs	1.894.366	2.861.122	
	34.308.294	**43.159.134**	
Other financial income			2
Other interest income	18.811	12.466	
	18.811	**12.466**	
Other financial expenses			3
Group enterprises	727.813	327.387	
Other interest expenses	172.629	553.014	
	900.442	**880.401**	
Tax on profit/loss for the year			4
Adjustment of tax in previous years	0	1.584	
Adjustment of deferred tax	1.474.317	-15.225.417	
	1.474.317	**-15.223.833**	

NOTES

Note

Intangible assets 5

	Development projects completed	Intangible fixed assets acquired	Goodwill
Cost at 1 June 2022	107.782.408	4.040.000	17.969.596
Additions	0	0	2.611.128
Disposals	-96.946.892	0	-16.596.876
Cost at 31 May 2023	**10.835.516**	**4.040.000**	**3.983.848**
Amortisation at 1 June 2022	99.005.712	532.666	16.898.844
Reversal of amortisation of assets disposed of	-96.946.892	0	-16.596.876
Amortisation for the year	1.083.552	407.334	341.347
Amortisation at 31 May 2023	**3.142.372**	**940.000**	**643.315**
Carrying amount at 31 May 2023	**7.693.144**	**3.100.000**	**3.340.533**

The development projects completed is a full-complete case handling system for real estate agents. Currently there is a big demand in the market for this product, and also there is only few providers in the market.

Property, plant and equipment 6

	Other plant, machinery tools and equipment	Leasehold improvements
Cost at 1 June 2022	5.658.809	1.392.709
Additions	829.937	0
Cost at 31 May 2023	**6.488.746**	**1.392.709**
Depreciation and impairment losses at 1 June 2022	2.492.279	915.594
Depreciation for the year	1.068.496	133.879
Depreciation and impairment losses at 31 May 2023	**3.560.775**	**1.049.473**
Carrying amount at 31 May 2023	**2.927.971**	**343.236**

Financial non-current assets 7

	Rent deposit and other receivables
Cost at 1 June 2022	567.443
Cost at 31 May 2023	**567.443**
Carrying amount at 31 May 2023	**567.443**

NOTES

Note

Long-term liabilities 8

	31/5 2023 total liabilities	Repayment next year	Debt outstanding after 5 years	31/5 2022 total liabilities
Frozen holiday pay	2.256.131	0	2.256.131	2.283.348
	2.256.131	**0**	**2.256.131**	**2.283.348**

Contingencies etc. 9

Contingent liabilities
The Company has entered into non-terminable rent agreements with a total liability per 31 May 2023 of DKK 0.5 million.

The Company has entered into lease agreements with a remaining expiry time of 1-48 months with a total liability per 31 May 2023 of DKK 0.1 million.

Uncertainty with respect to going concern 10

The company has recieved a letter of support from it's owner and therefore are the financial terms and business operation secured for upcoming year.

ACCOUNTING POLICIES

The Annual Report of MINDWORKING A/S for 2022/23 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.

Comparative figures
The comparative figures in the Income Statement are not comparable with the current year because this year's figures cover a transition period of seventeen months while the last year covers 12 months.

Furthermore some reclassifications have been performed within the comparative figures. Earnings (EBT) and equity has not changed relating this matter.

INCOME STATEMENT

Net revenue
Where products with a high degree of individual adjustment are delivered, recognition in net revenue is made as and when the production progresses, the net revenue being equal to the sales value of the work performed for the year (the production method). This method is applied when the total income and expenses regarding the contract and the degree of completion at the Balance Sheet date can be reliably assessed, and it is likely that the financial benefits will flow to the Company.

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.

Sale of services is generally recognised on the basis of a measurable degree of completion, using straight-line recognition of services delivered over time in a regular pattern. Where the degree of completion is not measurable or the sales value or the total costs of completion are uncertain, revenue is recognised by the amount that the enterprise as a maximum believes to have a right to claim and is expected to be received for services delivered at the Balance Sheet date.

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

Other operating income
Other operating income includes items of a secondary nature in relation to the Group's and the Company's activities. In addition, profit from sale of intangible and tangible fixed assets as well as business interruption and conflict- and salary compensations are included. Compensations are recognised when the income is deemed to be realisable.

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.

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.

ACCOUNTING POLICIES

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.

BALANCE SHEET

Intangible fixed assets
Acquired goodwill is measured at cost less accumulated amortisation. Goodwill is amortised on a straight-line basis over the expected useful life which is estimated to 5-10 years. The period of amortisation is determined based on an assessment of the acquired company's position in the market and earnings profile, and the industry-specific conditions.

Licences are measured at the lower of cost less accumulated amortisation and the recoverable amount. Licences are amortised over the period of the agreement.

Development projects comprise costs, including wages and salaries, and amortisation, which directly or indirectly can be related to the Company's development activities and which fulfil the criteria for recognition in the Balance Sheet.

The accounting item is measured at the lower of the capitalised costs less accumulated amortisation and recoverable amount.

Capitalised development costs are amortised on a straight-line basis over the estimated useful life after completion of the development work. The amortisation period is normally 5-10 years.

Intangible fixed assets are generally written down to the recoverable amount if this is lower than the carrying amount.

Profit or loss from sale of intangible fixed assets is calculated at the difference between the sales price and the carrying amount at the time of the sale. Profit and loss are recognised in the Income Statement under other operating income or other operating expenses.

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%*
Leasehold improvements...	*5-20 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.

Financial non-current assets

ACCOUNTING POLICIES

Impairment of fixed assets

The carrying amount of intangible fixed and 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.

Receivables

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

Write-off is performed to provide for losses when an objective indication has been assessed to have incurred that a receivable or a portfolio of receivables are impaired. If there is an objective indication that an individual receivable is impaired, the write-off is performed at individual level.

Receivables for which there are no objective indication of impairment at individual level are assessed at portfolio level for objective indication of impairment. The portfolios are primarily based on the debtors' registered office and credit rating in accordance with the Company's policy for credit risk management. The objective indicators, which are applied for portfolios, are determined based on the historical loss experiences.

Write-off is determined as the difference between the carrying amount of receivables and the present value of the expected cash flows, including realisable value of any received collaterals. The effective interest rate is used as discount rate for the single receivable or portfolio.

Accruals, assets

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

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.

ACCOUNTING POLICIES

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.