

# Trendsales ApS

Vestergade 18B, 1.  
1456 København K  
Denmark

CVR no. 27 98 41 69

## Annual report 2020

The annual report was presented and approved at the  
Company's annual general meeting on

8 June 2021

Mads Aarøe Mathiesen  
Chairman

## **Contents**

Statement by the Board of Directors and the Executive Board	2
Independent auditor's report	3
Management's review	5
Company details	5
Operating review	6
Financial statements 1 January – 31 December	7
Income statement	7
Balance sheet	8
Statement of changes in equity	10
Notes	11

**Trendsales ApS**  
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## Statement by the Board of Directors and the Executive Board

The Board of Directors and the Executive Board have today discussed and approved the annual report of Trendsales ApS for the financial year 1 January – 31 December 2020.

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, liabilities and financial position at 31 December 2020 and of the results of the Company's operations for the financial year 1 January – 31 December 2020.

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

We recommend that the annual report be approved at the annual general meeting.

Copenhagen 8 June 2021  
Executive Board:

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Mads Aarøe Mathiesen  
CEO

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Caspar Andreas Wolffsen

Board of Directors:

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Mads Aarøe Mathiesen  
Chairman

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Caspar Andreas Wolffsen

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Martin Lykke Suhr

## Independent auditor's report

### To the shareholders of Trendsales ApS

#### Opinion

We have audited the financial statements of Trendsales ApS for the financial year 1 January – 31 December 2020 comprising income statement, balance sheet, statement of changes in equity and notes, including 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 Company's assets, liabilities and financial position at 31 December 2020 and of the results of the Company's operations for the financial year 1 January – 31 December 2020 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 responsibility 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 that 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 as to 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 in Denmark will always detect a material misstatement when it exists. Misstatements may 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 made 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 judgement and maintain professional scepticism throughout the audit. We also

## Independent auditor's report

- identify and assess the risks of material misstatement of the company 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.

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 the Management's review

Management is responsible for the Management's review.

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

Based on the work we have performed, we conclude that the Management's review 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 the Management's review.

Copenhagen, 8 June 2021

**KPMG**

Statsautoriseret Revisionspartnerselskab

CVR no. 25 57 81 98

Martin Eiler  
State Authorised  
Public Accountant  
mne32271

**Trendsales ApS**  
Annual report 2020  
CVR no. 27 98 41 69

## Management's review

### Company details

Trendsales ApS  
Vestergade 18B, 1.  
1456 København K  
Denmark

Website: [www.trendsales.dk](http://www.trendsales.dk)

CVR no.: 27 98 41 69  
Established: 10 August 2004  
Registered office: Copenhagen  
Financial year: 1 January – 31 December

### Board of Directors

Mads Aarøe Mathiesen, Chairman  
Caspar Andreas Wolffsen  
Martin Lykke Suhr

### Executive Board

Mads Aarøe Mathiesen, CEO  
Caspar Andreas Wolffsen

### Auditor

KPMG  
Statsautoriseret Revisionspartnerselskab  
Dampfaergevej 28  
DK-2100 Copenhagen  
CVR no. 25 57 81 98

### Annual general meeting

The annual general meeting will be held on 8 June 2021.

## **Management's review**

### **Operating review**

#### **Principal activities**

The Company's principal activity is to offer an online trading platform and associated services.

#### **Significant matters**

The Company changed ownership in 2020, as major shareholder TX Group sold all of its shareholdings. During the course of 2020, the company has managed to reduce costs and increase revenues. The Company expects to be profitable in 2021.

#### **Development in activities and financial position**

The Financial result after Tax is a loss of DKK 9,057 thousands. The result is better than planned, and the company has executed successfully on a strategy to become profitable. The Company has ensured credit facilities providing financial flexibility for the business going forward.

#### **Uncertainty regarding measurement**

The value of the Company's own-developed IT platform amounts to DKK 7,217 thousand as at 31 December 2020. As explained above cost-optimization initiatives have been implemented in 2020 and Management expect profit in 2021. The 5-year outlook assumption of significant growth is however associated with inherent uncertainty which could lead to a lower outcome than expected.

The Company's deferred tax asset amounts to DKK 19 million as at 31 December 2020. The asset has not been capitalized as the Company's has been loss making for some years. Capitalization will be considered when the Company is profit-making.

#### **Equity**

After the change of ownership, the company now has positive equity, and equity is expected to be build up further going forward.

## Financial statements 1 January – 31 December

### Income statement

DKK'000	Note	2020	2019
<b>Gross profit/loss</b>		7,739	-29
Staff costs	2	-11,743	-14,610
Depreciation, amortisation and impairment losses		-2,471	-7,076
<b>Loss before financial income and expenses</b>		-6,475	-21,715
Financial expenses	3	-1,833	-1,503
<b>Loss before tax</b>		-8,308	-23,218
Tax on loss for the year	4	-749	-2,072
<b>Loss for the year</b>		-9,057	-25,290
<b>Proposed distribution of loss</b>			
Retained earnings		-9,057	-25,290
		-9,057	-25,290



## Financial statements 1 January – 31 December

### Balance sheet

DKK'000	Note	2020	2019
<b>ASSETS</b>			
<b>Fixed assets</b>			
<b>Intangible assets</b>			
Software		<u>7,217</u>	<u>9,623</u>
<b>Property, plant and equipment</b>			
Fixtures and fittings, tools and equipment		<u>95</u>	<u>116</u>
<b>Investments</b>			
Deposits		<u>255</u>	<u>729</u>
<b>Total fixed assets</b>		<u>7,567</u>	<u>10,468</u>
<b>Current assets</b>			
<b>Receivables</b>			
Trade receivables		569	1
Other receivables		2,336	2,456
Customer credit balance		3,382	2,234
Prepayments		<u>488</u>	<u>230</u>
		<u>6,775</u>	<u>4,921</u>
<b>Cash at bank and in hand</b>		<u>4,922</u>	<u>4,132</u>
<b>Total current assets</b>		<u>11,697</u>	<u>9,053</u>
<b>TOTAL ASSETS</b>		<u><u>19,264</u></u>	<u><u>19,521</u></u>

## Financial statements 1 January – 31 December

### Balance sheet

DKK'000	Note	2020	2019
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Contributed capital	5	176	310
Retained earnings		1,575	-10,882
<b>Total equity</b>		<u>1,751</u>	<u>-10,572</u>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
Subordinate loan from group entities		0	22,447
Debt to credit institutions	6	6,081	0
		<u>6,081</u>	<u>22,447</u>
<b>Current liabilities</b>			
Customer deposits		2,923	2,548
Trade payables		4,173	2,724
Corporation tax		782	0
Other payables		3,554	2,374
		<u>11,432</u>	<u>7,646</u>
<b>Total liabilities</b>		<u>17,513</u>	<u>30,093</u>
<b>TOTAL EQUITY AND LIABILITIES</b>		<u>19,264</u>	<u>19,521</u>
<b>Contractual obligations, contingencies, etc.</b>	7		

## Financial statements 1 January – 31 December

### Statement of changes in equity

DKK'000	Contributed capital	Retained earnings	Total
Equity at 1 January 2020	310	-10,882	-10,572
Cash capital reduction	-134	0	-134
Transferred over the distribution of loss	0	-9,057	-9,057
Waiver of shareholder loan (contribution)	0	21,514	21,514
<b>Equity at 31 December 2020</b>	<b>176</b>	<b>1,575</b>	<b>1,751</b>

## Financial statements 1 January – 31 December

### Notes

#### 1 Accounting policies

The annual report of Trendsales ApS for 2020 has been prepared in accordance with the provisions applying to reporting class B entities under the Danish Financial Statements Act with opt-in of specific provisions for reporting class C.

The accounting policies used in the preparation of the financial statements are consistent with those of last year.

#### Foreign currency translation

On initial recognition, transactions denominated in foreign currencies are translated at the exchange rates at the transaction date. Foreign exchange differences arising between the exchange rates at the transaction date and the date of payment are recognised in the income statement as financial income or financial expenses.

Receivables, payables and other monetary items denominated in foreign currencies are translated at the exchange rates at the balance sheet date. The difference between the exchange rates at the balance sheet date and the date at which the receivable or payable arose or was recognised in the latest financial statements is recognised in the income statement as financial income or financial expenses.

### Income statement

#### Gross profit/loss

Pursuant to Section 32 of the Danish Financial Statements Act, the Company has decided only to disclose gross profit/loss.

Gross profit/loss comprises revenue, cost of sales and other external costs.

#### Revenue

Income comprises membership fees and transactions fees. Income from membership fees is recognised as revenue when the membership is purchased. All other fees are recognised as revenue when the transactions are completed.

Moreover, the Company recognises advertising packages that are offered to the sellers of products on the Company's website. The Company recognises advertising revenue when the relevant advertising service has been delivered.

Revenue is measured at the fair value of the agreed consideration excluding VAT and taxes charged on behalf of third parties. All discounts granted are deducted from revenue.

#### Other operating income

Other operating income comprises items secondary to the activities of the entity.

#### Cost of sales

Cost of sales comprises costs incurred to generate revenue for the year.

## Financial statements 1 January – 31 December

### Notes

#### 1 Accounting policies (continued)

##### Other external costs

Other external costs comprise indirect production costs and expenses for premises, sales and distribution as well as office expenses, etc.

##### Staff costs

Staff costs comprise wages and salaries, including holiday allowance, pension and other social security costs, etc., to the Company's employees, excluding reimbursements from public authorities.

##### Depreciation and amortisation

Depreciation and amortisation comprise depreciation and amortisation of fixed assets.

##### Financial expenses

Financial expenses comprise interest expense, losses on payables and transactions denominated in foreign currencies, amortisation of financial assets and liabilities, etc.

##### Tax

Tax for the year comprises current tax for the year and changes in deferred tax, including changes in tax rates. The tax expense relating to the profit/loss for the year is recognised in the income statement at the amount attributable to the profit/loss for the year and directly in equity at the amount attributable to entries directly in equity.

### Balance sheet

#### Intangible assets

##### *Software*

Software is measured at cost less accumulated amortisation and impairment losses. Software is amortised on a straight-line basis over the remaining estimated life. The estimated useful life is as follows:

Software	6 years
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#### Property, plant and equipment

Fixtures and fittings, tools and equipment are measured at cost less accumulated depreciation and impairment losses.

Cost comprises the purchase price and any costs directly attributable to the acquisition until the date on which the asset is available for use. Indirect production overheads and borrowing costs are not recognised in cost.

## Financial statements 1 January – 31 December

### Notes

#### 1 Accounting policies (continued)

Where individual components of an item of property, plant and equipment have different useful lives, they are accounted for as separate items, which are depreciated separately.

The basis of depreciation is cost less any projected residual value after the end of the useful life. Depreciation is provided on a straight-line basis over the estimated useful life. The estimated useful lives are as follows:

Fixtures and fittings, tools and equipment	3-5 years
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The useful life and residual value are reassessed annually. Changes are treated as accounting estimates, and the effect on depreciation is recognised prospectively.

Gains and losses on the disposal of property, plant and equipment are stated as the difference between the selling price less selling costs and the carrying amount at the date of disposal. Gains and losses are recognised in the income statement as other operating income or other operating costs, respectively.

#### Investments

Other receivables and deposits are recognised at amortised cost.

#### Impairment of fixed assets

The carrying amount of intangible assets and property, plant and equipment is subject to an annual test for indications of impairment other than the decrease in value reflected by depreciation or amortisation.

Impairment tests are conducted of individual assets or groups of assets when there is an indication that they may be impaired. Write-down is made to the recoverable amount if this is lower than the carrying amount.

The recoverable amount is the higher of an asset's net selling price and its value in use. The value in use is determined as the present value of the forecast net cash flows from the use of the asset or the group of assets, including forecast net cash flows from the disposal of the asset or the group of assets after the end of the useful life.

#### Receivables

Receivables are measured at amortised cost.

Write-down is made for bad debt losses where there is an objective indication that a receivable or a portfolio of receivables has been impaired. If there is an objective indication that an individual receivable has been impaired, write-down is made on an individual basis.

Receivables with no objective indication of individual impairment are assessed for objective indication of impairment on a portfolio basis. The portfolios are primarily based on the debtors' registered offices and credit rating in accordance with the Company's credit risk management policy. The objective indicators used in relation to portfolios are determined on the basis of historical loss experience.

Write-downs are calculated as the difference between the carrying amount of receivables and the present value of forecast cash flows, including the realisable value of any collateral received. The effective interest rate for the individual receivable or portfolio is used as discount rate.

## Financial statements 1 January – 31 December

### Notes

#### 1 Accounting policies (continued)

##### Prepayments

Prepayments comprise prepayment of costs incurred relating to subsequent financial years.

##### Cash at bank and in hand

Cash at bank and in hand comprise cash.

##### Equity

###### *Share-based incentive schemes*

Share-based incentive schemes for the Company's Management and employees with the option to subscribe for shares in the Parent Company (warrants) are considered a matter of the relevant shareholders, and the fair value of warrants granted is therefore not recognised in the income statement as estimated payroll costs on an ongoing basis.

##### Corporation tax and deferred tax

Current tax payable and receivable is recognised in the balance sheet as tax computed on the taxable income for the year, adjusted for tax on the taxable income of prior years and for tax paid on account.

Deferred tax is measured using the balance sheet liability method on all temporary differences between the carrying amount and the tax value of assets and liabilities based on the planned use of the asset or settlement of the liability. However, deferred tax is not recognised on temporary differences relating to goodwill non-deductible for tax purposes and on office premises and other items where the temporary differences arise at the date of acquisition without affecting either profit/loss or taxable income.

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 tax is measured in accordance with the tax rules and at the tax rates applicable at the balance sheet date when the deferred tax is expected to crystallise as current tax. Changes in deferred tax as a result of changes in tax rates are recognised in the income statement or equity, respectively.

##### Liabilities

Other liabilities are measured at net realisable value.

## Financial statements 1 January – 31 December

### Notes

DKK'000	<u>2020</u>	<u>2019</u>
<b>2 Staff costs</b>		
Wages and salaries	10,527	13,169
Pensions	629	369
Other social security costs	283	28
Other staff costs	<u>304</u>	<u>1,044</u>
	<u>11,743</u>	<u>14,610</u>
Average number of full-time employees	<u>25</u>	<u>30</u>

### Incentive schemes

The Company has set up an incentive scheme for selected employees with the option to subscribe for new shares.

No new shares have been subscribed for during the year under review.

### 3 Financial expenses

Interest expense to group entities	1,124	563
Other financial costs	456	266
Exchange losses	<u>253</u>	<u>674</u>
	<u>1,833</u>	<u>1,503</u>

### 4 Tax

Tax credit scheme (development costs) for the year	0	-667
Current tax concerning previous years	-749	0
Tax credit scheme (development costs) concerning previous years	<u>0</u>	<u>-1,405</u>
	<u>-749</u>	<u>-2,072</u>

### 5 Contributed capital

The contributed capital consists of 175,507 shares of a nominal amount of DKK 1 each. All shares rank equally.

During the year, the contributed capital was decreased by DKK 134,098 in connection with change in ownership of Trendsales ApS.



## Financial statements 1 January – 31 December

### Notes

#### 6 Debt to credit institutions

DKK'000	2020	2019
Credit institutions:		
0-1 years	0	0
1-5 years	4,936	0
>5 years	1,145	0
	<u>6,081</u>	<u>0</u>

#### 7 Contractual obligations, contingencies, etc.

##### Contingent assets

The Company's tax asset, mainly related to tax losses, amounts to DKK 19 million and has not been recognised as utilisation is uncertain.

##### Operating lease obligations

The Company has entered into a new property lease, which is non-terminable until November 2021. The rent for this period including the old property lease amounts to DKK 1,038 Thousand

The Company has entered into operating leases with the latest expiry date in January 2021. Lease payments due within one year amount to DKK 2 Thousand

##### Collateral security

The Company's trade receivables, fixed assets and intangible rights have been placed as collateral security (Company pledge DKK 2 million) for a bank credit line with a debt balance of DKK 6 thousand.