

GAN Integrity Solutions ApS

Kronprinsessegade 54, 2., 1306 København K
CVR no. 28 27 97 79

Annual report for 2019

Årsrapporten er godkendt på den
ordinære generalforsamling, d. 31.08.20

Martin Alan Meyer
Dirigent

Company information etc.	3
Statement of the Board of Directors and Executive Board on the annual report	4
Independent auditor's report	5 - 7
Management's review	8
Income statement	9
Balance sheet	10 - 11
Statement of changes in equity	12
Notes	13 - 23

The company

GAN Integrity Solutions ApS
Kronprinsessegade 54, 2.
1306 København K
Registered office: Copenhagen
CVR no.: 28 27 97 79
Financial year: 01.01 - 31.12

Executive Board

CEO Neil Lustig
Martin Alan Meyer

Board of Directors

Thomas John Hart Sehested
Martin Alan Meyer

Auditors

Beierholm
Statsautoriseret Revisionspartnerselskab

Statement of the Board of Directors and Executive Board on the annual report

We have on this day presented the annual report for the financial year 01.01.19 - 31.12.19 for GAN Integrity Solutions ApS.

The annual report is presented in accordance with Danish Financial Statements Act (Årsregnskabsloven).

In our opinion, the financial statements give a true and fair view of the company's assets, liabilities and financial position as at 31.12.19 and of the results of the company's activities for the financial year 01.01.19 - 31.12.19.

We believe that the management's review includes a fair review of the matters dealt with in the management's review.

The annual report is submitted for adoption by the general meeting.

Copenhagen, August 31, 2020

Executive Board

Neil Lustig
CEO

Martin Alan Meyer

Board Of Directors

Thomas John Hart Sehested
Chairman

Martin Alan Meyer

To the capital owner of GAN Integrity Solutions ApS**Opinion**

We have audited the financial statements of GAN Integrity Solutions ApS for the financial year 01.01.19 - 31.12.19, which comprise the income statement, balance sheet, statement of changes in equity and notes to the financial statements, including a summary of significant accounting policies. The financial statements are prepared in accordance with Danish Financial Statements Act (Årsregnskabsloven).

In our opinion the financial statements give a true and fair view of the company's assets, liabilities and financial position at 31.12.19 and of the results of the company's operations for the financial year 01.01.19 - 31.12.19 in accordance with the Danish Financial Statements Act (Årsregnskabsloven).

Basis for conclusion

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

Statement regarding the management's review

Management is responsible for management's review.

Our opinion on the financial statements does not cover management's review, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read management's review and, in doing so, consider whether management's review is materially inconsistent with the financial statements or our knowledge obtained during the audit, or otherwise appears to be materially misstated.

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

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

Management's responsibility for the financial statements

The Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the Danish Financial Statements Act. Furthermore the Management is responsible for the internal control as the 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 International Standards on Auditing 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 International Standards on Auditing 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.

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.

Soeborg, Copenhagen, August 31, 2020

Beierholm

Statsautoriseret Revisionspartnerselskab
CVR no. 32 89 54 68

Kim Larsen

State Authorized Public Accountant
MNE-no. mne32179

Primary activities

The company's activities comprise is to offer a Software as a Service (SaaS) platform that manages enterprise compliance and risk programs.

Development in activities and financial affairs

The income statement for the period 01.01.19 - 31.12.19 shows a profit/loss of DKK -27,597,748 against DKK -29,337,961 for the period 01.01.18 - 31.12.18. The balance sheet shows equity of DKK -83,433,085.

Information on going concern

Management is monitoring the company's cash position and cash resources on an on-going basis. Gan Integrity Holdings, Inc. has guaranteed financing of the necessary cash flow for 2020.

Income statement

Note		
	2019 DKK	2018 DKK
	9,430,905	1,760,219
2 Staff costs	-38,796,052	-27,544,211
	-29,365,147	-25,783,992
Depreciation, amortisation and impairments losses of intangible assets and property, plant and equipment	-3,569,738	-4,070,700
	-32,934,885	-29,854,692
Financial income	34,535	-2,471,855
Financial expenses	-5,963	131,960
	-32,906,313	-32,194,587
Tax on profit or loss for the year	5,308,565	2,856,626
	-27,597,748	-29,337,961
Proposed appropriation account		
Retained earnings	-27,597,748	-29,337,961
Total	-27,597,748	-29,337,961

Balance sheet

Note	ASSETS	31.12.19	31.12.18
		DKK	DKK
	Completed development projects	2,671,407	3,427,596
3	Total intangible assets	2,671,407	3,427,596
	Leasehold improvements	185,862	31,345
	Other fixtures and fittings, tools and equipment	725,934	704,838
4	Total property, plant and equipment	911,796	736,183
	Deposits	875,308	426,426
	Total investments	875,308	426,426
	Total non-current assets	4,458,511	4,590,205
	Trade receivables	8,477,650	3,492,373
	Receivables from group enterprises	2,194,514	1,944,828
	Income tax receivable	8,165,191	2,856,626
	Other receivables	237,126	287,575
	Prepayments	11,766,863	959,523
	Total receivables	30,841,344	9,540,925
	Cash	560,757	340,202
	Total current assets	31,402,101	9,881,127
	Total assets	35,860,612	14,471,332

EQUITY AND LIABILITIES

Note		31.12.19 DKK	31.12.18 DKK
	Share capital	805,287	805,287
	Reserve for development costs	877,317	877,317
	Retained earnings	-85,115,689	-64,046,165
	Total equity	-83,433,085	-62,363,561
5	Payables to group enterprises	96,299,486	63,010,316
5	Other payables	1,301,617	0
	Total long-term payables	97,601,103	63,010,316
	Trade payables	1,423,614	331,233
	Other payables	6,979,844	6,470,770
	Deferred income	13,289,136	7,022,574
	Total short-term payables	21,692,594	13,824,577
	Total payables	119,293,697	76,834,893
	Total equity and liabilities	35,860,612	14,471,332

6 Contingent liabilities

Statement of changes in equity

Figures in DKK	Share capital	Reserve for development costs	Retained earnings
Statement of changes in equity for 01.01.19 - 31.12.19			
Balance as at 01.01.19	805,287	877,317	-64,046,165
Net effect of changed accounting policies	0	0	6,528,224
Adjusted balance as at 01.01.19	805,287	877,317	-57,517,941
Net profit/loss for the year	0	0	-27,597,748
Balance as at 31.12.19	805,287	877,317	-85,115,689

1. Information as regards going concern

Management is monitoring the company's cash position and cash resources on an on-going basis. Gan Integrity Holdings, Inc. has guaranteed financing of the necessary cash flow for 2020.

	2019 DKK	2018 DKK
2. Staff costs		
Wages and salaries	36,780,699	27,128,687
Other social security costs	742,194	89,747
Other staff costs	1,273,159	325,777
Total	38,796,052	27,544,211
Average number of employees during the year	58	39

3. Intangible assets

Figures in DKK	Completed development projects
Cost as at 01.01.19	4,614,667
Additions during the year	889,054
Cost as at 31.12.19	5,503,721
Amortisation and impairment losses as at 01.01.19	-1,187,071
Amortisation during the year	-1,645,243
Amortisation and impairment losses as at 31.12.19	-2,832,314
Carrying amount as at 31.12.19	2,671,407

The capitalization of developments projects is based on costs related directly to the development.

4. Property, plant and equipment

Figures in DKK	Leasehold improvements	Other fixtures and fittings, tools and equipment
Cost as at 01.01.19	62,929	1,185,065
Additions during the year	252,445	613,749
Cost as at 31.12.19	315,374	1,798,814
Depreciation and impairment losses as at 01.01.19	-31,584	-480,227
Depreciation during the year	-97,928	-592,653
Depreciation and impairment losses as at 31.12.19	-129,512	-1,072,880
Carrying amount as at 31.12.19	185,862	725,934

5. Longterm payables

Figures in DKK	Outstanding debt after 5 years	Total payables at 31.12.19	Total payables at 31.12.18
Payables to group enterprises	0	96,299,486	63,010,316
Other payables	0	1,301,617	0
Total	0	97,601,103	63,010,316

6. Contingent liabilities

Lease commitments

The company has concluded lease agreements with terms to maturity of 6 months and a total of DKK 6.325k.

Other contingent liabilities

The company is taxed jointly with GAN Integrity Solutions Holding ApS, in which GAN Integrity Solutions Holding ApS serves as the administration company (It has been jointly taxed with D68 Holding ApS). The companies in the group and have joint, several and unlimited liability for income taxes from the financial year 2013 and any obligations to withhold tax at source on interest, royalties and dividends for the jointly taxed companies from 1 July 2012. The total known net liability of the jointly taxed entities under the joint taxation arrangement is evident from the administration of the company's financial statements.

7. Accounting policies

GENERAL

The annual report is presented in accordance with the provisions of the Danish Financial Statements Act (*Årsregnskabsloven*) for enterprises in reporting class B with application of provisions for a higher reporting class.

Change in accounting policies

The company has changed its accounting policies in the following areas:

Costs capitalized to obtain and fulfill revenue contracts

The company has decided to change its accounting policy for costs capitalized to obtain and fulfill revenue contracts. The provisions are significantly different than the Company's previous accounting for commissions and implementation costs. Under the prior accounting guidance, the Company expensed costs associated with obtaining and fulfilling revenue contracts as incurred. Under current guidance, costs to obtain and fulfill revenue contracts will be capitalized and amortized over 36 months. The capitalized amounts consist of sales commissions paid to the Company's direct sales force and costs paid directly to the Company's customer success force related to the implementation of the software. The Company performs a specialized level of configuration of the software necessary for the customer to realize the full intended benefit from the SaaS service. The cumulative impact of this accounting change related to capitalization of commissions and implementation costs resulted in an opening retained earnings adjustment of DKK 6,528,224

Except for the areas mentioned above, the accounting policies have been applied consistently with the previous year.

Basis of recognition and measurement

Income is recognised in the income statement as earned, including value adjustments of financial assets and liabilities. All expenses, including depreciation, amortisation, impairment losses and write-downs, are also recognised in the income statement.

Assets are recognised in the balance sheet when it is probable that future economic benefits will flow to the company, and the value of such assets can be measured reliably. Liabilities are recognised in the balance sheet when it is probable that future economic benefits will flow from the company, and the value of such liabilities can be measured reliably. On initial recognition, assets and liabilities are measured at cost. Subsequently, assets and liabilities are measured as described for each item below.

On recognition and measurement, account is taken of foreseeable losses and risks arising before the date at which the annual report is presented and proving or disproving matters arising on or before the balance sheet date.

7. Accounting policies - continued -**CURRENCY**

The annual report is presented in Danish kroner (DKK).

On initial recognition, transactions denominated in foreign currencies are translated using the exchange rates applicable at the transaction date. Exchange rate differences between the exchange rate applicable at the transaction date and the exchange rate at the date of payment are recognised in the income statement as a financial item. Receivables, payables and other monetary items denominated in foreign currencies are translated using the exchange rates applicable at the balance sheet date. The difference between the exchange rate applicable at the balance sheet date and at the date at which the receivable or payable arose or was recognised in the latest annual report is recognised under financial income or expenses in the income statement. Fixed assets and other non-monetary assets acquired in foreign currencies are translated using historical exchange rates.

LEASES

Lease payments relating to operating leases are recognised in the income statement on a straight-line basis over the lease term.

INCOME STATEMENT**Gross profit**

Gross profit comprises revenue and other external expenses.

Revenue

Income from the sale of services is recognised as delivery takes place. Revenue is measured at the selling value of the agreed consideration exclusive of VAT and other taxes collected on behalf of third parties and less discounts.

Other external expenses

Other external expenses comprise costs relating to distribution, sales and advertising and administration, premises and bad debts to the extent that these do not exceed normal write-downs.

Staff costs

Staff costs comprise wages and salaries as well as other staff-related costs.

7. Accounting policies - continued -**Depreciation, amortisation and impairment losses**

The depreciation and amortisation of intangible assets and property, plant and equipment aim at systematic depreciation and amortisation over the expected useful lives of the assets. Assets are depreciated and amortised according to the straight-line method based on the following expected useful lives and residual values:

	Useful lives, years	Residual value, per cent
Completed development projects	3	0
Leasehold improvements	3	0
Other plant, fixtures and fittings, tools and equipment	3	0

The basis of depreciation and amortisation is the cost of the asset less the expected residual value at the end of the useful life. Moreover, the basis of depreciation and amortisation is reduced by any impairment losses. The useful life and residual value are determined when the asset is ready for use and reassessed annually.

Intangible assets and property, plant and equipment are impaired in accordance with the accounting policies referred to in the 'Impairment losses on fixed assets' section.

Other net financials

Interest income and interest expenses, foreign exchange gains and losses on transactions denominated in foreign currencies etc. are recognised in other net financials.

Tax on profit/loss for the year

The current and deferred tax for the year is recognised in the income statement as tax on the profit/loss for the year with the portion attributable to the profit/loss for the year, and directly in equity with the portion attributable to amounts recognised directly in equity.

The company is jointly taxed with Danish consolidated enterprises.

In connection with the settlement of joint taxation contributions, the current Danish income tax is allocated between the jointly taxed enterprises in proportion to their taxable incomes. This means that enterprises with a tax loss receive joint taxation contributions from enterprises which have been able to use this loss to reduce their own taxable profit.

7. Accounting policies - continued -**BALANCE SHEET****Intangible assets***Completed development projects*

Development projects are recognised in the balance sheet where the project aims at developing a specific product or a specific process, intended to be produced or used, respectively, by the company in its production process. On initial recognition, development projects are measured at cost. Cost comprises the purchase price plus expenses resulting directly from the purchase, including wages and salaries directly attributable to the development projects until the asset is ready for use. Interest on loans arranged to finance development projects in the development period is not included in the cost. Other development projects and development costs are recognised in the income statement in the year in which they are incurred.

Development projects are subsequently measured in the balance sheet at cost less accumulated amortisation and impairment losses.

Completed development projects are amortised using the straight-line method based on useful lives, which are stated in the 'Depreciation, amortisation and impairment losses' section.

Gains and losses on the disposal of intangible assets are determined as the difference between the selling price, if any, less selling costs and the carrying amount at the date of disposal.

Property, plant and equipment

Property, plant and equipment comprise leasehold improvements as well as other fixtures and fittings, tools and equipment.

Property, plant and equipment are measured in the balance sheet at cost less accumulated depreciation and impairment losses.

Cost comprises the purchase price and expenses resulting directly from the purchase until the asset is ready for use. Interest on loans arranged to finance production is not included in the cost.

Property, plant and equipment are depreciated using the straight-line method based on useful lives and residual values, which are stated in the 'Depreciation, amortisation and impairment losses' section.

7. Accounting policies - continued -

Gains and losses on the disposal of property, plant and equipment are determined as the difference between the selling price, if any, less selling costs and the carrying amount at the date of disposal less any costs of disposal.

Impairment losses on fixed assets

The carrying amount of fixed assets which are not measured at fair value is assessed annually for indications of impairment over and above what is reflected in depreciation and amortisation.

If the company's realised return on an asset or a group of assets is lower than expected, this is considered an indication of impairment.

If there are indications of impairment, an impairment test is conducted of individual assets or groups of assets.

The assets or groups of assets are impaired to the lower of recoverable amount and carrying amount.

The higher of net selling price and value in use is used as the recoverable amount. The value in use is determined as the present value of expected net cash flows from the use of the asset or group of assets as well as expected net cash flows from the sale of the asset or group of assets after the expiry of their useful lives.

Impairment losses are reversed when the reasons for the impairment no longer exist.

7. Accounting policies - continued -

Receivables

Receivables are measured at amortised cost, which usually corresponds to the nominal value, less write-downs for bad debts.

Write-downs for bad debts are determined based on an individual assessment of each receivable if there is no objective evidence of individual impairment of a receivable.

Deposits recognised under assets comprise deposits paid to the lessor under leases entered into by the company.

Prepayments

Prepayments recognised under assets comprise costs incurred in respect of subsequent financial years.

Costs capitalized related to new revenue contracts are amortized on a straight-line basis over three years, which, although longer than the typical initial contract period, reflects the average period of benefit, including expected contract renewals. In arriving at this average period of benefit, the Company evaluated both qualitative and quantitative factors which included the estimated life cycles of its offerings and its customer attrition. Additionally, the Company amortizes capitalized costs for renewals over one year.

The capitalized amounts are recoverable through future revenue streams under all non-cancelable customer contracts. The Company periodically evaluates whether there have been any changes in its business, the market conditions in which it operates or other events which would indicate that its amortization period should be changed or if there are potential indicators of impairment. Amortization of capitalized costs to obtain revenue contracts is included in costs of sales and sales and marketing expense in the accompanying consolidated statements of operations and comprehensive loss.

Cash

Cash includes deposits in bank accounts as well as operating cash.

7. Accounting policies - continued -

Equity

An amount equivalent to internally generated development costs in the balance sheet is recognised in equity under reserve for development costs. The reserve is measured less deferred tax and reduced by amortisation and impairment losses on the asset. If impairment losses on development costs are subsequently reversed, the reserve will be restored with a corresponding amount. The reserve is dissolved when the development costs are no longer associated with the operations of the enterprise, and the remaining amount will be transferred to retained earnings. In accordance with act no. 738 amending the Danish Financial Statements Act of 1 June 2015, development costs will initially be recognised in the reserve, with initial recognition in the balance sheet from 1 January 2016.

Current and deferred tax

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

Joint taxation contributions payable and receivable are recognised as income tax under receivables or payables in the balance sheet.

Deferred tax liabilities and tax assets are recognised on the basis of all temporary differences between the carrying amounts and tax bases of assets and liabilities. However, deferred tax is not recognised on temporary differences relating to goodwill which is non-amortisable for tax purposes and other items where temporary differences, except for acquisitions, have arisen at the date of acquisition without affecting the net profit or loss for the year or the taxable income. In cases where the tax value can be determined according to different taxation rules, deferred tax is measured on the basis of management's intended use of the asset or settlement of the liability.

Deferred tax assets are recognised, following an assessment, at the expected realisable value through offsetting against deferred tax liabilities or elimination in tax on future earnings.

Deferred tax is measured on the basis of the tax rules and at the tax rates which, according to the legislation in force at the balance sheet date, will be applicable when the deferred tax is expected to crystallise as current tax.

7. Accounting policies - continued -**Payables**

Long-term payables are measured at cost at the time of contracting such liabilities (raising of the loan). The payables are subsequently measured at amortised cost where capital losses and loan expenses are recognised in the income statement as a financial expense over the term of the payable on the basis of the calculated effective interest rate in force at the time of contracting the liability.

Short-term payables are measured at amortised cost, normally corresponding to the nominal value of such payables.

Deferred income

Deferred income under liabilities comprises payments received in respect of income in subsequent financial years.