

# Globase International ApS

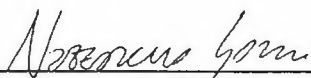
CVR-no. 28 32 32 71

Strandvejen 70, 2.  
2900 Hellerup

## Annual Report 2019

(Financial year 1 January 2019 - 31 December 2019)

The Annual Report is presented and  
adopted at the Annual General Meeting of  
shareholders on the 28 April 2020



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Nazzareno Gorni

*Chairman of the meeting*

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## Management's Statement

The Supervisory Board and the Executive Board have today considered and approved the Annual Report of 1 January 2019 - 31 December 2019 for Globase International ApS.

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 and liabilities, financial position and results of operations for the financial year ended 31 December 2019.

In our opinion the Management's Review gives a true and fair statement regarding the content in the Management's Review.

We recommend the Annual Report approved at the Annual General Meeting.

Copenhagen, 28 April 2020

Executive Board:

  
Cinzia Tavernini

Board of Directors:

    
Nazzareno Gorni Matteo Monfredini Giammarco De Filippi

We recommend the general meeting to opt out of audit for the annual report for 1 January - 31 December 2020. The board of directors and board of executives consider the conditions for opting out of audit to be fulfilled.

# **Independent Auditor's Reports**

## ***To the Shareholders of Globase International ApS***

### **Report on financial statements**

#### **Opinion**

We have audited the Financial Statements of Globase International ApS for the financial year 1 January 2019 - 31 December 2019, which comprise the income statement, balance sheet, notes and 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 financial position of the Company at 31 December 2019 and of the results of the operations for the financial year 1 January 2019 - 31 December 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 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.

## **Independent Auditor's Reports (-continued)**

### **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.
- 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.

## Independent Auditor's Reports (-continued)

- 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.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the Financial Statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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'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 Statement Acts. We did not identify any material misstatement of Management's Review.

Copenhagen, den 28 April 2020

**BDO**

**statsautoriseret revisionsaktieselskab**

**CVR. no.: 20 22 26 70**



Brian Olsen Halling

State Authorized Public Accountant

mne32094

## Company details

<b>Company details</b>	Globase International ApS Strandvejen 70, 2. 2900 Hellerup
	Phone: +45 70 20 43 06
	Website: <a href="http://www.globase.dk">www.globase.dk</a>
	CVR no.: 28 32 32 71
	Founded: 1 January 2005
	Registered office: Gentofte
	Financial year: 1 January - 31 December
<b>Executive Board</b>	Cinzia Tavernini
<b>Supervisory Board</b>	Nazzareno Gorni Matteo Monfredini Giammarco De Filippi
<b>Auditor</b>	BDO statsautoriseret revisionsaktieselskab Havneholmen 29 1561 København V

## **Management's Review**

### **Primary activities of the Company**

The main activity of the Company is to sell the cloud computing digital marketing platform Software-as-a-Service (SaaS) developed and owned by the parent company MailUp S.p.A. and to exploit commercial synergies with the dutch company recently acquired by the MailUp Group, Datatrics B.V., and the U.S. based subsidiary of the Group, MailUp Inc. Datatrics developed a very innovative tool in marketing automation, strongly required in Northern Europe markets and MailUp Inc. developed a new email Editor called BEE sold in two different versions BEE Plugin for software developers and BEE Pro for marketing agencies. In connection with the sale of the above mentioned digital platforms a range of complementary products is often sold, including consultancy, customizations, implementation, etc. The Management decided to write off the deferred tax asset previously recognised because it is uncertain that it will be used in the next five years according to the results of the impairment test performed.

### **Uncertainties relating to going concern**

The management is expecting reduced profits in 2020 and going forward as a result of the new software tools that will be distributed starting from 2020. Management is considering the company to be going concern on this basis.

### **Development in activities and financial affairs**

The company's income statement for the year 2019 shows a loss of DKK -1.321.926, and balance sheet at 31 December 2019 shows a equity of DKK -1.253.512

The company's financial performance is considered dissatisfying.

### **Significant events occurred after the end of the financial year**

In March 2020, two important systemic phenomena struck societies and economies at global level: the health emergency linked to the spread of the Covid-19 virus and the correlated collapse and increased volatility of the financial markets. These phenomena may have a significant impact on the global economy at a large scale and also in Europe and Denmark. In many countries it is expected a reduction of the GDP for the year 2020. At this moment, given the uncertainty of the situation and its possible evolution in terms of duration and the scope of its effects, it is extremely difficult to quantify its potential macroeconomic impacts and its indirect consequences in financial and economic terms on the company's business. The company's entire workforce has now been working remotely for several weeks. The company's procedures, as well as nature of business, are fully compliant and ready for remote working and collaboration. Hence the estimated impact on operations, productivity and personnel availability is deemed non substantial. The management is working, with the support of the MailUp Group, in order to both provide the best quantitative estimate of the effect of an economic slowdown and to identify all the measures and cost-saving opportunities that would strengthen our balance sheet and financial profile, hence our capacity to react timely and adequately to external changes.



## Income statement 1 January - 31 December

DKK	Notes	2019	2018
<b>Gross profit</b>		<b>1.242.588</b>	<b>1.546.612</b>
Staff costs	1	-2.379.891	-2.450.598
Depreciation, amortisation expense and impairment losses of property, plant and equipment and intangible assets recognised in profit or loss		-4.991	-6.917
Other operating expenses		0	0
<b>Operating profit</b>		<b>-1.142.294</b>	<b>-910.903</b>
Financial income		0	-10.586
Financial expenses	2	-19.632	-17.449
<b>Profit before tax</b>		<b>-1.161.926</b>	<b>-938.938</b>
Tax expense	3	-160.000	0
<b>Profit for the year</b>		<b>-1.321.926</b>	<b>-938.938</b>
<b>Proposed distribution of results</b>			
Retained earnings		-1.321.926	-938.938
Proposed dividend recognised in equity		0	0
<b>Total distribution</b>		<b>-1.321.926</b>	<b>-938.938</b>

## Balance sheet at 31 December

### Assets

	Notes	2019	2018
Fixtures, fittings, tools and equipment		0	4.991
<b>Property, plant and equipment</b>		<b>0</b>	<b>4.991</b>
Deposits, investments		66.000	0
<b>Financial fixed assets</b>		<b>66.000</b>	<b>0</b>
<b>Fixed assets</b>		<b>66.000</b>	<b>4.991</b>
Trade receivables		520.122	629.364
Other receivables		7.222	79.959
Deferred tax assets		0	160.000
Deferred income assets		211.942	224.400
<b>Receivables</b>		<b>739.286</b>	<b>1.093.723</b>
<b>Cash and cash equivalents</b>		<b>1.866.282</b>	<b>1.767.312</b>
<b>Current assets</b>		<b>2.605.568</b>	<b>2.861.035</b>
<b>Assets</b>		<b>2.671.568</b>	<b>2.866.026</b>

## Balance sheet at 31 December

### Equity and liabilities

	Notes	2019	2018
Share capital		125.000	125.000
Retained earnings		-1.378.512	-56.586
Proposed dividend recognised in equity		0	0
<b>Equity</b>	<b>4</b>	<b>-1.253.512</b>	<b>68.414</b>
Long-term payables to group enterprises	5	0	1.717.281
Other payables	5	83.084	0
<b>Long-term liabilities other than provisions</b>		<b>83.084</b>	<b>1.717.281</b>
Trade payables		75.449	98.544
Short-term debt to banks		13.402	0
Payables to group enterprises	5	2.762.176	5.444
Prepayments received from customers		0	0
Other payables		512.072	489.497
Deferred income		478.897	486.846
<b>Short-term liabilities other than provisions</b>		<b>3.841.996</b>	<b>1.080.331</b>
<b>Liabilities other than provisions</b>		<b>3.925.080</b>	<b>2.797.612</b>
<b>Equity and liabilities</b>		<b>2.671.568</b>	<b>2.866.026</b>
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## Notes

	2019	2018
<b>1 Staff costs</b>		
Wages and salaries	2.229.183	2.416.854
Post-employment benefit expense	118.135	0
Social security contributions	32.573	33.744
	<b>2.379.891</b>	<b>2.450.598</b>
 Average number of full time employees	 5	 5
<b>2 Financial expenses</b>		
Finance expenses arising from group enterprises	0	0
Other financial expenses	19.632	17.449
	<b>19.632</b>	<b>17.449</b>
<b>3 Tax expense</b>		
Tax expense on ordinary activities	0	0
Adjustment of deferred tax	160.000	0
	<b>160.000</b>	<b>0</b>

Tax payables also includes tax payables to group companies.

## Notes

	2019	2018
<b>4 Equity</b>		
Share capital at 1 January	125.000	125.000
Share capital at 31 December	125.000	125.000
Retained earnings at 1 January	-56.586	-3.865.820
Contribution from group	0	4.748.172
Proposed distribution of results this year	-1.321.926	-938.938
Retained earnings at 31 December	-1.378.512	-56.586
Proposed dividend recognised in equity at 1 January	0	0
Dividend paid	0	0
Proposed distribution of results	0	0
Proposed dividend recognised in equity at 31 December	0	0
<b>Equity 31 December</b>	<b>-1.253.512</b>	<b>68.414</b>

## 5 Long-term liabilities other than provisions

	Total debt 31 December 2019	Repayment next year	Long-term part	Unpaid debt after 5 years
Loan from group companies	2.762.176	2.762.176	0	0
Other payables	83.084	0	83.084	0
	<b>2.845.260</b>	<b>2.762.176</b>	<b>83.084</b>	<b>0</b>

## Notes

### **6 Uncertainties relating to going concern**

The management is expecting reduced profits from 2020 going forward. Management is considering the company to be going concern on this basis. According to the impairment test performed at a Group level and to the relevant Business Plan the Management is expecting to exploit commercial synergies with the dutch company recently acquired by the MailUp Group, Datatrics B.V., and the U.S. based subsidiary of the Group, MailUp Inc. Datatrics developed a very innovative tool in marketing automation, strongly required in Northern Europe markets and MailUp Inc. developed a new email Editor called BEE sold in two different versions BEE Plugin for software developers and BEE Pro for marketing agencies. The Italian parent company MailUp S.p.A. also issued a support letter relating to the going concern for the next 12 months.

### **7 Contingent liabilities**

The company is a management company/subsidiary in joint taxation with MailUp Nordics A/S. The companies in the joint taxation are jointly liable on corporation taxes and taxes on dividends, interest and royalties.

### **8 Consolidated accounts**

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

MailUp S.p.A.  
via Pola 9  
20124 Milano  
Italy

<http://mailupgroup.com/financial-reports/>

## **Accounting policies**

The Annual Report has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class B with election from reporting class C.

The accounting policies are consistent with those of last year.

### **General**

#### **Reporting currency**

The Annual Report is presented in Danish kroner (DKK).

#### **Currency retranslation**

Transactions denominated in foreign currency are translated into the functional currency at the exchange rates ruling at the date of the transaction. Exchange differences arising between the transaction date and the exchange rate at the date of actual payment are recognized in the income statement under financial income or financial expenses.

Receivables, payables and other monetary items denominated in foreign currencies are translated into the functional currency at the exchange rates ruling at the balance sheet date. The difference between the exchange rates ruling at the balance sheet date and at the date when the receivable or payable arose is recognized in the income statement under financial income or financial expenses.

Non-current assets acquired in foreign currency are measured to the exchange rate ruling at the date of the transaction.

#### **Consolidated financial statements**

In accordance with the exemption in the section 112 of the Danish Financial Statements Act no consolidated financial statements have been prepared.

### **Income statement**

#### **Gross profit**

With reference to section 32 of the Danish Financial Statement Act, the items "Revenue" to and including "Other external expenses" are consolidated into one item designated "Gross profit".

## **Accounting policies**

### **Revenue**

Revenue includes invoiced sales of goods and rendering of services, recognition is done, when

- delivery and transfer of risk to the buyer has taken place before year end
- a committing sales agreement exists
- sales price is determined, and
- payment is received, or there is reasonable security that it will be received

Revenue is recognized excluding value added tax and after deduction of provisions rebates and trade discounts relating to the sale.

### **Cost of sales**

Cost of sales include costs incurred to achieve revenue for the year. Cost of sales include freight and forwarding costs.

### **Other external expenses**

Other external expenses include expenses related to distribution, sale, advertising, administration, bad debt, premises, operating lease agreements etc.

### **Staff costs**

Staff costs comprise costs such as wages and salaries, pension costs and other social security benefits ect. to the company's employees.

### **Other operating income and expenses**

Other operating income and expenses includes items of a secondary nature relative to the enterprise's core business.

### **Financial items**

Financial income and expenses are recognized in the income statement with the amounts related to the year. Financial income and expenses comprise interest receivable and payable, realised and unrealised capital gains on securities and currency translation adjustments.



## Accounting policies

### Tax expense

Tax on income for the year, consisting of the year's current tax and deferred tax, is recognized in the income statement to the extent that it relates to the income or loss for the year and on equity to the extent that it relates there to.

### Balance sheet

#### Property, plant and equipment

Property, plant, fixtures, fittings, tools and equipment are measured at historic cost less accumulated depreciation and impairment losses.

Historic cost comprise the purchase price and any costs directly attributable to the acquisition until the date when the asset is available for use.

Assets are depreciated on a straight-line basis over the expected useful economic lives of the assets:

	<u>Useful life</u>	<u>Expected scrap value</u>
Fixtures, fittings, tools and equipment	3-7 years	0%

Asset acquisitions below the taxable limit is fully written off in the year of acquisition.

Gains and losses on disposals are determined as the difference between selling price less sales cost and carrying amount at time of disposal and are recognized in the income statement. Gain or loss is recognized under other operating income or expenses.

#### Impairment of property, plant and equipment

The carrying amount of property, plant and equipment is every year reviewed in order to determine if there are indications of impairment exceeding the amount expressed by depreciations and amortisations. If this is the case an impairment test is carried out in order to determine if the recoverable amount is lower than the carrying amount. The assets are written down to this lower value.

Recoverable amount for the asset is determined as the highest value of net sales price and the capital value. If it is not possible to determine the recoverable amount for the individual asset, assets are assessed together with the smallest group of assets where it is possible to determine a reliable evaluation of the recoverable amount.

## **Accounting policies**

Assets where it is not possible to determine an individual capital value because the asset does not generate future cash flows is assessed together with the group of assets which they can be attributed to.

### **Receivables**

Receivables are measured at amortized cost which corresponds in all material respects to nominal value. The value is reduced with provisions for expected bad debts.

### **Deferred income**

Deferred income, recognized under liabilities, comprise income concerning subsequent financial years.

### **Other short-term investments**

When is likely that the total cost will exceed the total income on a specific task, the expected loss will be recognized in the in income statement.

### **Cash and bank balances**

Cash comprises cash balances and bank balances.

### **Dividends**

Dividends expected to be paid in respect of the year are stated as a separate line item under

### **Current tax and current deferred tax**

The Company is subject to joint taxation with Danish group companies. The current corporation tax is distributed among the joint taxable companies in proportion to their taxable income and with full allocation and refund related to tax losses. The joint taxable companies are included in the on account tax scheme. Joint taxation contributions receivable and payable are recognised in the Balance Sheet under current assets and liabilities, respectively.

Current tax liabilities and current tax assets are recognized in the balance sheet as estimated tax on the taxable income for the year, adjusted for change in tax on prior years' taxable income and for tax paid under the on-account tax scheme.

Deferred tax is measured according to the balance sheet liability method on all timing differences between the tax and accounting value of assets and liabilities.

Deffered 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 measuered at net realisable value.

## **Accounting policies**

Deferred income tax is measured using tax rules and tax rates that apply by the balance sheet date when the deferred tax asset is realised or the deferred income tax liability is settled. The change in deferred tax as a result of changes in tax rates is recognized in the income statement.

### **Liabilities**

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