Grant Thornton

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WIZKIDS A/S

Roskildevej 8, 2, 2620 Albertslund

Company reg. no. 28 70 68 98

Annual report

1 October 2022 - 30 September 2023

The annual report was submitted and approved by the general meeting on the 8 January 2024.

DocuSigned by:
Martin Andrew Kerr McKay
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Martin Andrew Kerr McKay
Chairman of the meeting

Notes:
- To ensure the greatest possible applicability of this document, IAS/IFRS English terminology has been used.
- Please note that decimal points have not been used in the usual English way. This means that for instance DKK 146.940 means the amount of DKK 146,940, and that 23,5 % means 23.5 %.

Contents

Management's statement

Today, the Board of Directors and the Managing Director have approved the annual report of WIZKIDS A/S for the financial year 1 October 2022 - 30 September 2023.

The annual report has been prepared in accordance with the Danish Financial Statements Act.

We consider the chosen accounting policy to be appropriate, and in our opinion, the financial statements give a true and fair view of the financial position of the Company at 30 September 2023 and of the results of the Company's operations for the financial year 1 October 2022 – 30 September 2023.

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

We recommend that the annual report be approved at the Annual General Meeting.

Albertslund, 8 January 2024

Managing Director

DocuSigned by:
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Richard Thomas James Bell
Managing director

Board of directors

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Martin Andrew Kerr McKay
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Martin Andrew Kerr McKay
Chairman

DocuSigned by:
Erinn Colette O'Sullivan
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Erinn Colette O'Sullivan

DocuSigned by:
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Richard Thomas James Bell

Independent auditor's report

To the Shareholder of WIZKIDS A/S

Opinion

We have audited the financial statements of WIZKIDS A/S for the financial year 1 October 2022 - 30 September 2023, which comprise income statement, balance sheet, statement of changes in equity, notes and a summary of significant accounting policies, for the Company. The financial statements are prepared under 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 30 September 2023, and of the results of the Company's operations for the financial year 1 October 2022 - 30 September 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 (IESBA Code) and the additional ethical requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Management’s Responsibilities for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the Danish Financial Statements Act, and for such internal control as Management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, Management is responsible for assessing the Company’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting in preparing the financial statements unless Management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Auditor’s Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Independent auditor's report

As part of an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.

- Conclude on the appropriateness of Management’s use of the going concern basis of accounting in preparing the financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company’s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor’s report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor’s report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and contents of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.

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.

Independent auditor's report

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 Act. We did not identify any material misstatement of Management’s Review.

Copenhagen, 8 January 2024

Grant Thornton
Certified Public Accountants
Company reg. no. 34 20 99 36

DocuSigned by:
Michael Beuchert
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Michael Beuchert
State Authorised Public Accountant
mne32794

Company information

The company	WIZKIDS A/S Roskildevej 8, 2 2620 Albertslund	
	Company reg. no.	28 70 68 98
	Established:	1 May 2005
	Domicile:	Albertslund
	Financial year:	1 October - 30 September 18th financial year
Board of directors	Martin Andrew Kerr McKay, Chairman Erinn Colette O'Sullivan Richard Thomas James Bell	
Managing Director	Richard Thomas James Bell, Managing director	
Auditors	Grant Thornton, Godkendt Revisionspartnerselskab Stockholmsgade 45 2100 København Ø	
Bankers	Danske Bank	
Parent company	Docens Bidco ApS	

Management´s review

The principal activities of the company

The company's purpose is to develop and sell software, run IT hosting and consulting business, trade in hardware as well as other related business.

Development in activities and financial matters

Income from ordinary activities after tax totals DKK 6.578.000 against DKK 4.344.000 last year. Management considers the net profit for the year satisfactory.

Expected developments

As we look ahead, our focus will be on enhancing and expanding our current market engagements. Key initiatives include:

- **Strengthening Investment in Existing Markets**
  - We're committed to deepening our presence in the markets we currently serve, ensuring we remain a key player in these areas.
- Expanding Sales and Customer Support Teams
  - An expansion of our sales force along with our customer success departments. This expansion is vital to maintain and improve our service quality and customer relationships.
- Enriching Product Portfolio
  - We plan to further grow our new offerings from our group, Equatio and OrbitNote. These additions have already been well-received in the market and meet a wider range of customer needs.
- Expanding Sales and Customer Support Teams
  - We're exploring opportunities to deliver value to Danish organisations seeking tools for their neurodivergent employees. This initiative aligns with our commitment to inclusivity and will tap into a growing need in the workforce support segment.

Overall, our strategy is geared towards sustainable growth, enhanced customer satisfaction, and a deeper market penetration, ensuring we stay at the forefront of our industry.

Events occurring after the end of the financial year

No events have occurred subsequent to the balance sheet date, which may have material impact on the company's financial position.

Income statement

All amounts in DKK.

Note		1/10 2022 - 30/9 2023	1/7 2021 - 30/9 2022
	Gross profit	**33.360.911**	**33.013.670**
1	Staff costs	-22.703.149	-22.495.076
	Depreciation and impairment of non-current assets	-4.269.355	-5.127.711
	Operating profit	**6.388.407**	**5.390.883**
	Other financial income from subsidiaries	2.209.842	859.565
	Other financial income	9.047	878
2	Other financial expenses	-160.576	-662.184
	Pre-tax net profit or loss	**8.446.720**	**5.589.142**
3	Tax on net profit or loss for the year	-1.869.205	-1.245.060
	Net profit or loss for the year	**6.577.515**	**4.344.082**
	Proposed distribution of net profit:		
	Transferred to retained earnings	7.282.950	3.173.083
	Transferred from reserve for development costs	-705.435	1.170.999
	Total allocations and transfers	**6.577.515**	**4.344.082**

Balance sheet at 30 September

All amounts in DKK.

Note	Assets	2023	2022
	Non-current assets		
4	Completed development projects, including patents and similar rights arising from development projects	9.768.048	10.672.452
	Total intangible assets	9.768.048	10.672.452
5	Other fixtures, fittings, tools and equipment	452.632	563.397
	Total property, plant, and equipment	452.632	563.397
6	Deposits	216.815	197.529
	Total investments	216.815	197.529
	Total non-current assets	**10.437.495**	**11.433.378**
	Current assets		
	Trade receivables	6.407.981	5.216.004
	Receivables from group enterprises	30.133.222	22.520.652
	Other receivables	0	211
	Prepayments	2.149.229	2.398.019
	Total receivables	38.690.432	30.134.886
	Cash and cash equivalents	15.648.463	10.851.858
	Total current assets	**54.338.895**	**40.986.744**
	Total assets	**64.776.390**	**52.420.122**

Balance sheet at 30 September

All amounts in DKK.

Note	Equity and liabilities	2023	2022
	Equity		
	Contributed capital	500.000	500.000
	Reserve for development costs	7.619.077	8.324.512
	Retained earnings	13.393.101	6.110.151
	Total equity	**21.512.178**	**14.934.663**
	Provisions		
	Provisions for deferred tax	2.146.117	2.346.998
	Total provisions	**2.146.117**	**2.346.998**
	Liabilities other than provisions		
	Trade payables	1.179.286	1.225.318
	Payables to group enterprises	158.644	253.437
	Income tax payable to subsidiaries	2.070.086	922.680
	Other payables	8.193.436	5.976.907
	Deferred income	29.516.643	26.760.119
	Total short term liabilities other than provisions	41.118.095	35.138.461
	Total liabilities other than provisions	**41.118.095**	**35.138.461**
	Total equity and liabilities	**64.776.390**	**52.420.122**

7 Contingencies

Statement of changes in equity

All amounts in DKK.

	Contributed capital	Reserve for development costs	Retained earnings	Total
Equity 1 October 2022	500.000	8.324.512	6.110.151	14.934.663
Retained earnings for the year	0	0	7.282.950	7.282.950
Transferred from retained earnings	0	-705.435	0	-705.435
	500.000	**7.619.077**	**13.393.101**	**21.512.178**

Notes

All amounts in DKK.

		1/10 2022 - 30/9 2023	1/7 2021 - 30/9 2022
1.	**Staff costs**		
	Salaries and wages	21.170.804	21.048.759
	Pension costs	1.261.557	1.119.111
	Other costs for social security	270.788	327.206
		22.703.149	**22.495.076**
	Average number of employees	35	35
2.	**Other financial expenses**		
	Financial costs, group enterprises	99.707	0
	Other financial costs	60.869	662.184
		160.576	**662.184**
3.	**Tax on net profit or loss for the year**		
	Tax on net profit or loss for the year	2.070.086	922.680
	Adjustment of deferred tax for the year	-200.881	322.380
		1.869.205	**1.245.060**

Notes

All amounts in DKK.

		30/9 2023	30/9 2022
4.	**Completed development projects, including patents and similar rights arising from development projects**		
	Cost 1 October 2022	24.753.291	18.392.549
	Additions during the year	3.186.012	6.360.742
	Cost 30 September 2023	**27.939.303**	**24.753.291**
	Amortisation and write-down 1 October 2022	-14.080.839	-9.221.378
	Amortisation and depreciation for the year	-4.090.416	-4.859.461
	Amortisation and write-down 30 September 2023	**-18.171.255**	**-14.080.839**
	Carrying amount, 30 September 2023	**9.768.048**	**10.672.452**
5.	**Other fixtures, fittings, tools and equipment**		
	Cost 1 October 2022	2.203.260	1.976.947
	Additions during the year	68.174	226.313
	Cost 30 September 2023	**2.271.434**	**2.203.260**
	Depreciation and write-down 1 October 2022	-1.639.863	-1.375.072
	Amortisation and depreciation for the year	-178.939	-264.791
	Depreciation and write-down 30 September 2023	**-1.818.802**	**-1.639.863**
	Carrying amount, 30 September 2023	**452.632**	**563.397**
6.	**Deposits**		
	Cost 1 October 2022	197.529	193.874
	Additions during the year	19.286	3.655
	Cost 30 September 2023	**216.815**	**197.529**
	Carrying amount, 30 September 2023	**216.815**	**197.529**

Notes

All amounts in DKK.

7. Contingencies

Contingent liabilities

The company has entered into two rental lease contracts both with a notice period of 6 months, corresponding to a total contractual obligation on the balance sheet date of DKK thousand 335.

The company has entered into operationel lease with a obligation period of 30 months, corresponding to a total contractual obligation on the balance sheet date of DKK thousand 129.

Joint taxation

With Docens Bidco ApS, company reg. no 42493260 as administration company, the company is subject to the Danish scheme of joint taxation and unlimitedly, jointly, and severally liable, along with the other jointly taxed companies, for the total corporation tax.

The company is unlimitedly, jointly, and severally liable, along with the other jointly taxed companies, for any obligations to withhold tax on interest, royalties, and dividends.

Any subsequent adjustments of corporate taxes or withholding tax, etc., may result in changes in the company's liabilities.

Accounting policies

The annual report for WIZKIDS A/S has been presented in accordance with the Danish Financial Statements Act regulations concerning reporting class B enterprises. Furthermore, the company has decided to comply with certain rules applying to reporting class C enterprises.

The company changed its fiscal year in the previous financial year, resulting in a period of 15 months. Therefore, the comparative figures are not directly comparable.

Recognition and measurement in general

Income is recognised in the income statement concurrently with its realisation, including the recognition of value adjustments of financial assets and liabilities. Likewise, all costs are recognised in the income statement, including depreciations amortisations, write-downs for impairment, provisions, and reversals due to changes in estimated amounts previously recognised in the income statement.

Assets are recognised in the statement of financial position when it seems probable that future economic benefits will flow to the company and the value of the asset can be reliably measured.

Liabilities are recognised in the statement of financial position when it is seems probable that future economic benefits will flow out of the company and the value of the liability can be reliably measured.

Assets and liabilities are measured at cost at the initial recognition. Hereafter, assets and liabilities are measured as described below for each individual accounting item.

Certain financial assets and liabilities are measured at amortised cost, allowing a constant effective interest rate to be recognised during the useful life of the asset or liability. Amortised cost is recognised as the original cost less any payments, plus/less accrued amortisations of the difference between cost and nominal amount. In this way, capital losses and gains are allocated over the useful life of the liability.

Upon recognition and measurement, allowances are made for such predictable losses and risks which may arise prior to the presentation of the annual report and concern matters that exist on the reporting date.

Foreign currency translation

Transactions in foreign currency are translated by using the exchange rate prevailing at the date of the transaction. Differences in the rate of exchange arising between the rate at the date of transaction and the rate at the date of payment are recognised in the profit and loss account as an item under net financials. If currency positions are considered to hedge future cash flows, the value adjustments are recognised directly in equity in a fair value reserve.

Receivables, payables, and other foreign currency monetary items are translated using the closing rate. The difference between the closing rate and the rate at the time of the occurrence or initial recognition in the latest financial statements of the receivable or payable is recognised in the income statement under financial income and expenses.

Accounting policies

Fixed assets acquired and paid for in foreign currency are measured at the exchange rate prevailing at the date of the transaction.

Income statement

Gross profit

Gross profit comprises the revenue, work in progress, work performed for own account and capitalised, other operating income, and external costs.

The enterprise will be applying IAS 11 and IAS 18 as its basis of interpretation for the recognition of revenue.

Revenue is recognised in the income statement if delivery and passing of risk to the buyer have taken place before the end of the year and if the income can be determined reliably and inflow is anticipated. Revenue is measured at the fair value of the consideration promised exclusive of VAT and taxes and less any discounts relating directly to sales.

Other external expenses comprise expenses incurred for distribution, sales, advertising, administration, premises, loss on receivables, and operational leasing costs.

Staff costs

Staff costs include salaries and wages, including holiday allowances, pensions, and other social security costs, etc., for staff members.

Depreciation, amortisation, and write-down for impairment

Depreciation, amortisation, and write-down for impairment comprise depreciation on, amortisation of, and write-down for impairment of intangible and tangible assets, respectively.

Financial income and expenses

Financial income and expenses are recognised in the income statement with the amounts concerning the financial year. Financial income and expenses comprise interest income and expenses, debt and transactions in foreign currency and amortisation of financial assets and liabilities.

Tax on net profit or loss for the year

Tax for the year comprises the current income tax for the year and changes in deferred tax and is recognised in the income statement with the share attributable to the net profit or loss for the year and directly in equity with the share attributable to entries directly in equity.

The company is subject to Danish rules on compulsory joint taxation of Danish group enterprises.

The current Danish income tax is allocated among the jointly taxed companies proportional to their respective taxable income (full allocation with reimbursement of tax losses).

Accounting policies

Statement of financial position

Intangible assets

Development projects, patents, and licences

Development costs and internally generated rights are recognised in the income statement as costs in the acquisition year.

Development projects and licenses are measured at cost less accrued amortisation. The assets are amortised on a straight line basis, and for licences over the contract period, for a maximum of 5 years.

Property, plant, and equipment

Property, plant, and equipment are measured at cost less accrued depreciation and write-down for impairment. Land is not subject to depreciation.

The depreciable amount is cost less any expected residual value after the end of the useful life of the asset. The amortisation period and the residual value are determined at the acquisition date and reassessed annually. If the residual value exceeds the carrying amount, the depreciation is discontinued.

If the amortisation period or the residual value is changed, the effect on amortisation will, in future, be recognised as a change in the accounting estimates.

The cost comprises acquisition cost and costs directly associated with the acquisition until the time when the asset is ready for use.

The cost of a total asset is divided into separate components. These components are depreciated separately, the useful lives of each individual components differing, and the individual component representing a material part of the total cost.

Depreciation is done on a straight-line basis according to an assessment of the expected useful life:

	Useful life
Plant and machinery	3-5 years
Other fixtures and fittings, tools and equipment	10 years

Minor assets with an expected useful life of less than 1 year are recognised as costs in the income statement in the year of acquisition.

Profit or loss derived from the disposal of property, land, and equipment is measured as the difference between the sales price less selling costs and the carrying amount at the date of disposal. Profit or loss is recognised in the income statement as other operating income or other operating expenses.

Accounting policies

Leases

Leases are regarded as operating leases. Payments in connection with operating leases and other lease agreements are recognised in the income statement for the term of the contract. The company's total liabilities concerning operating leases and lease agreements are recognised under contingencies, etc.

Investments

Deposits

Deposits are measured at amortised cost and represent lease deposits, etc.

Impairment loss relating to non-current assets

The carrying amount of both intangible and tangible fixed assets as well as equity investments in group enterprises are subject to annual impairment tests in order to disclose any indications of impairment beyond those expressed by amortisation and depreciation respectively.

If indications of impairment are disclosed, impairment tests are carried out for each individual asset or group of assets, respectively. write-down for impairment is done to the recoverable amount if this value is lower than the carrying amount.

The recoverable amount is the higher value of value in use and selling price less expected selling cost. The value in use is calculated as the present value of the expected net cash flows from the use of the asset or the asset group and expected net cash flows from the sale of the asset or the asset group after the end of their useful life.

Previously recognised impairment losses are reversed when conditions for impairment no longer exist. Impairment relating to goodwill is not reversed.

Receivables

Receivables are measured at amortised cost, which usually corresponds to nominal value.

In order to meet expected losses, impairment takes place at the net realisable value. The company has chosen to use IAS 39 as a basis for interpretation when recognising impairment of financial assets, which means that impairments must be made to offset losses where an objective indication is deemed to have occurred that an account receivable or a portfolio of accounts receivable is impaired. If an objective indication shows that an individual account receivable has been impaired, an impairment takes place at individual level.

Prepayments

Prepayments and accrued income is recognised under assets comprise incurred costs concerning the following financial year.

Cash and cash equivalents

Cash and cash equivalents comprise cash at bank.

Accounting policies

Equity

Reserve for development costs

The reserve for development costs comprises recognised development costs less related deferred tax liabilities.

The reserve cannot be used as dividends or for covering losses.

The reserve is reduced or dissolved if the recognised development costs are amortised or abandoned. This is done by direct transfer to the distributable reserves of the equity.

Income tax and deferred tax

Current tax liabilities and current tax receivable are recognised in the statement of financial position as calculated tax on the taxable income for the year, adjusted for tax of previous years' taxable income and for tax paid on account.

The company is jointly taxed with consolidated Danish companies. The current corporate income tax is distributed between the jointly taxed companies in proportion to their taxable income and with full distribution with reimbursement as to tax losses. The jointly taxed companies are comprised by the Danish tax prepayment scheme.

Joint taxation contributions payable and receivable are recognised in the statement of financial position as ”Tax receivables from group enterprises" or "Income tax payable to group enterprises"

According to the rules of joint taxation, WIZKIDS A/S is unlimitedly, jointly, and severally liable to pay the Danish tax authorities the total income tax, including withholding tax on interest, royalties, and dividends, arising from the jointly taxed group of companies.

Deferred tax is measured on the basis of temporary differences in assets and liabilities with a focus on the statement of financial position. Deferred tax is measured at net realisable value.

Deferred tax is measured based on the tax rules and tax rates applying under the legislation prevailing in the respective countries on the reporting date when the deferred tax is expected to be released as current tax. Changes in deferred tax due to changed tax rates are recognised in the income statement, except for items included directly in the equity.

Deferred tax assets, including the tax value of tax losses allowed for carryforward, are recognised at the value at which they are expected to be realisable, either by settlement against tax of future earnings or by set-off in deferred tax liabilities within the same legal tax unit. Any deferred net tax assets are measured at net realisable value.

Liabilities other than provisions

Other liabilities concerning payables to suppliers, group enterprises, and other payables are measured at amortised cost which usually corresponds to the nominal value.

Accounting policies

Deferred income
Payments received concerning future income are recognised under deferred income.