Grant Thornton

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WIZKIDS A/S

Roskilde 8, 2, 2620 Albertslund

Company reg. no. 28 70 68 98

Annual report

1 July 2020 - 30 June 2021

The annual report was submitted and approved by the general meeting on the 5th November 2021

DocuSigned by:
Martin Andrew kerr Mckay
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MARTIN ANDREW 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 %.

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Management's report

Today, the board of directors and the managing director have presented the annual report of WIZKIDS A/S for the financial year 1 July 2020 - 30 June 2021.

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

We consider the accounting policies appropriate and, in our opinion, the financial statements provide a fair presentation of the company's assets, equity and liabilities, and financial position at 30 June 2021 and of the company's results of activities in the financial year 1 July 2020 – 30 June 2021.

We are of the opinion that the management commentary presents a fair account of the issues dealt with.

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

Albertslund, 5 November 2021

Managing Director

DocuSigned by:
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Richard Thomas James Bell
Managing director

Board of directors

DocuSigned by:
Martin Andrew Kerr Mckay
Martin Andrew Kerr McKay
Chairman

DocuSigned by:
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Richard Thomas James Bell

DocuSigned by:
Seamus Brendan Scullion
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Seamus Brendan Scullion

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

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 July 2020 - 30 June 2021, which comprise accounting policies, income statement, statement of financial position, statement of changes in equity and notes. The financial statements have been prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements present a fair view of the company's assets, equity and liabilities, and financial position at 30 June 2021 and of the results of the company's activities for the financial year 1 July 2020 - 30 June 2021 in accordance with the Danish Financial Statements Act.

Basis for opinion

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 section "Auditor's responsibilities for the audit of the financial statements". We are independent of the company in accordance with international ethical requirements for auditors (IESBA's Code of Ethics), 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.

Responsibilities of management and those charged with governance for the financial statements

Management is responsible for the preparation of financial statements that provide a fair view in accordance with the Danish Financial Statements Act. Management is also responsible for such 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 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 including an 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.

Independent auditor's report

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 scepticism 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 the 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 preparation of the financial statements using the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists arising from 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 disclosures in notes, and whether the financial statements reflect the underlying transactions and events in a manner that presents a 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 the internal control that we identify during our audit.

Statement on the management commentary
Management is responsible for the management commentary.

Our opinion on the financial statements does not cover the management commentary, and we express no assurance opinion thereon.

Independent auditor's report

In connection with our audit of the financial statements, it is our responsibility to read the management commentary and to consider whether the management commentary is materially inconsistent with the financial statements or the evidence obtained during the audit, or whether it otherwise appears to contain material misstatement.

Furthermore, it is our responsibility to consider whether the management commentary provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, we believe that management commentary is consistent with the financial statements and that it has been prepared in accordance with the provisions of the Danish Financial Statement Act. We did not discover any material misstatement in the management commentary.

Copenhagen, 5 November 2021

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

Anders Flymer-Dindler
State Authorised Public Accountant
mne35423

Company information

The company	WIZKIDS A/S Roskilde 8, 2 2620 Albertslund
	Company reg. no. 28 70 68 98 Financial year: 1 July - 30 June
Board of directors	Martin Andrew Kerr McKay, Chairman Richard Thomas James Bell Seamus Brendan Scullion Erinn Colette O'Sullivan
Managing Director	Richard Thomas James Bell, Managing director
Auditors	Grant Thornton, Statsautoriseret Revisionspartnerselskab Stockholmsgade 45 2100 København Ø

Management commentary

The principal activities of the company

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

Expected developments

In the coming year, we will continue to make new investments in the markets we currently address. including England and expand the sales force as well as the adoption/teaching area further.

We want to increase our marketing efforts with more online events in each country together with our close partner Google.

Events occurring after the end of the financial year

In July 2021, 100% of the shares have been sold have been sold to Docens Bidco ApS.

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.

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. Recognition of revenue is exclusive of VAT and taxes and less any discounts relating directly to sales.

Other external costs comprise costs 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. Staff costs are less government reimbursements.

Depreciation, amortisation, and writedown for impairment

Depreciation, amortisation, and writedown for impairment comprise depreciation on, amortisation of, and writedown 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, realised and unrealised capital gains and losses relating to securities, debt and transactions in foreign currency, as well as surcharges and reimbursements under the advance tax scheme, etc.

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.

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 costs, patents and licenses are measured at cost less accrued amortisation. The assets are amortised on a straightline basis for a maximum of 5 years.

Profit and loss from the sale of development projects, patents, and licenses are measured as the difference between the sales price less sales costs and the carrying amount at the time of sale. Profit or loss are recognised in the income statement as other operating income or other operating expenses, respectively.

Property, plant, and equipment

Other property, plant, and equipment are measured at cost less accrued depreciation and writedown for impairment.

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
Other plant an equipment	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.

Accounting policies

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.

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.

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. Writedown 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.

Investments

Deposits

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

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.

Accounting policies

Accounts receivable for which there is no objective indication of impairment at the individual level are evaluated at portfolio level for objective indication of impairment. The portfolios are primarily based on the debtors' domicile and credit rating in accordance with the company's and the group's credit risk management policy. Determination of the objective indicators applied for portfolios are based on experience with historical losses.

Impairment losses are calculated as the difference between the carrying amount of accounts receivable and the present value of the expected cash flows, including the realisable value of any securities received. The effective interest rate for the individual account receivable or portfolio is used as the discount rate.

Prepayments and accrued income

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

Cash on hand and demand deposits

Cash on hand and demand deposits comprise cash at bank and on hand.

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.

Dividend

Dividend expected to be distributed for the year is recognised as a separate item under 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.

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.

Accounting policies

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

Financial liabilities other than provisions related to borrowings are recognised at the received proceeds less transaction costs incurred. In subsequent periods, the financial liabilities are recognised at amortised cost, corresponding to the capitalised value when using the effective interest rate. The difference between the proceeds and the nominal value is recognised in the income statement during the term of the loan.

Mortgage loans and bank loans are thus measured at amortised cost which, for cash loans, corresponds to the outstanding payables. For bond loans, the amortised cost corresponds to an outstanding payable calculated as the underlying cash value at the date of borrowing, adjusted by amortisation of the market value on the date of the borrowing effectuated over the repayment period.

Also, capitalised residual leasing liabilities associated with financial leasing contracts are recognised in the financial liabilities.

Liabilities other-than provisions relating to investment properties are measured at amortised cost.

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

Accruals and deferred income

Payments received concerning future income are recognised under accruals and deferred income.

Income statement 1 July - 30 June

All amounts in DKK.

Note		2020/21	2019/20
	Gross profit	**25.126.940**	**19.278.316**
1	Staff costs	-15.896.224	-13.504.571
	Depreciation, amortisation, and impairment	-3.497.506	-2.802.487
	Operating profit	**5.733.210**	**2.971.258**
2	Other financial income	177.656	300.579
3	Other financial costs	-403.909	-32.339
	Pre-tax net profit or loss	**5.506.957**	**3.239.498**
	Tax on net profit or loss for the year	-1.212.743	-742.620
	Net profit or loss for the year	**4.294.214**	**2.496.878**
	Proposed appropriation of net profit:		
	Dividend for the financial year	0	650.000
	Transferred to retained earnings	3.912.563	1.400.450
	Transfered to reserve for development costs	381.651	446.428
	Total allocations and transfers	**4.294.214**	**2.496.878**

Statement of financial position at 30 June

All amounts in DKK.

Note	Assets	2021	2020
	Non-current assets		
4	Completed development projects, including patents and similar rights arising from development projects	9.171.171	8.681.875
5	Concessions, patents, licenses, trademarks, and similar rights acquired	3.459	7.611
	Total intangible assets	9.174.630	8.689.486
6	Other fixtures and fittings, tools and equipment	601.875	606.855
	Total property, plant, and equipment	601.875	606.855
7	Deposits	193.874	193.233
	Total investments	193.874	193.233
	Total non-current assets	**9.970.379**	**9.489.574**
	Current assets		
	Trade receivables	1.939.225	2.628.975
	Receivables from group enterprises	13.456.501	9.005.347
	Other receivables	0	215.000
	Prepayments and accrued income	2.973.056	511.925
	Total receivables	18.368.782	12.361.247
	Cash on hand and demand deposits	5.992.166	2.660.510
	Total current assets	**24.360.948**	**15.021.757**
	Total assets	**34.331.327**	**24.511.331**

Statement of financial position at 30 June

All amounts in DKK.

Note	Equity and liabilities	2021	2020
	Equity		
	Contributed capital	500.000	500.000
	Reserve for development costs	6.148.411	5.766.760
	Retained earnings	3.942.170	29.662
	Proposed dividend for the financial year	0	650.000
	Total equity	**10.590.581**	**6.946.422**
	Provisions		
	Provisions for deferred tax	2.024.618	1.890.359
	Total provisions	**2.024.618**	**1.890.359**
	Liabilities other than provisions		
	Bank loans	510	0
	Trade payables	761.257	306.505
	Income tax payable	1.078.484	0
	Other payables	4.732.726	5.982.275
	Accruals and deferred income	15.143.151	9.385.770
	Total short term liabilities other than provisions	21.716.128	15.674.550
	Total liabilities other than provisions	**21.716.128**	**15.674.550**
	Total equity and liabilities	**34.331.327**	**24.511.331**

8 Charges and security

9 Contingencies

Statement of changes in equity

All amounts in DKK.

	Contributed capital	Reserve for development costs	Retained earnings	Proposed dividend for the financial year	Total
Equity 1 July 2020	500.000	5.766.760	29.663	650.000	6.946.423
Distributed dividend	0	0	0	-650.000	-650.000
Retained earnings for the year	0	0	3.912.507	0	3.912.507
Transferred from retained earnings	0	381.651	0	0	381.651
	500.000	**6.148.411**	**3.942.170**	**0**	**10.590.581**

Notes

All amounts in DKK.

		2020/21	2019/20
1.	**Staff costs**		
	Salaries and wages	15.026.129	12.883.125
	Pension costs	657.309	471.600
	Other costs for social security	212.786	149.846
		15.896.224	**13.504.571**
	Average number of employees	29	26
2.	**Other financial income**		
	Interest, banks	3	0
	Interest, trade receivables	2	0
	Interest, intercompany	177.651	300.579
		177.656	**300.579**
3.	**Other financial costs**		
	Other financial costs	403.909	32.339
		403.909	**32.339**
4.	**Completed development projects, including patents and similar rights arising from development projects**		
	Cost 1 July 2020	14.603.635	11.420.631
	Additions during the year	3.788.914	3.183.004
	Cost 30 June 2021	**18.392.549**	**14.603.635**
	Amortisation and writedown 1 July 2020	-5.921.760	-3.311.100
	Amortisation and depreciation for the year	-3.299.618	-2.610.660
	Amortisation and writedown 30 June 2021	**-9.221.378**	**-5.921.760**
	Carrying amount, 30 June 2021	**9.171.171**	**8.681.875**

Notes

All amounts in DKK.

		30/6 2021	30/6 2020
5.	**Concessions, patents, licenses, trademarks, and similar rights acquired**		
	Cost 1 July 2020	20.756	20.756
	Cost 30 June 2021	**20.756**	**20.756**
	Amortisation and writedown 1 July 2020	-13.146	-8.994
	Amortisation and depreciation for the year	-4.151	-4.151
	Amortisation and writedown 30 June 2021	**-17.297**	**-13.145**
	Carrying amount, 30 June 2021	**3.459**	**7.611**
6.	**Other fixtures and fittings, tools and equipment**		
	Cost 1 July 2020	1.788.190	1.492.906
	Additions during the year	188.757	295.284
	Cost 30 June 2021	**1.976.947**	**1.788.190**
	Depreciation and writedown 1 July 2020	-1.181.335	-993.659
	Amortisation and depreciation for the year	-193.737	-187.676
	Depreciation and writedown 30 June 2021	**-1.375.072**	**-1.181.335**
	Carrying amount, 30 June 2021	**601.875**	**606.855**
7.	**Deposits**		
	Cost 1 July 2020	193.874	193.233
	Cost 30 June 2021	**193.874**	**193.233**
	Carrying amount, 30 June 2021	**193.874**	**193.233**

8. Charges and security

The company is jointly taxed with the parent company Hansen & Lund ApS (Management company) and is jointly and severally liable with other jointly taxed companies for payment of corporation tax for the income year 2013 and onwards as well as for withholding tax on dividends, interest and royalties due on or after July 1, 2012.

Notes

All amounts in DKK.

8. Charges and security (continued)

The company has entered into two lease contracts with a notice period of 15 and 18 months, respectively, corresponding to a total contractual obligation on the balance sheet date of DKK thousand 903.

9. Contingencies

There are no other contingencies at 30 June 2021.