

Smartbox Group Denmark A/S

Amager Strandvej 390, 3., 2770 Kastrup

Company reg. no. 29 80 41 33

Annual report

1 May 2022 - 30 April 2023

The annual report was submitted and approved by the general meeting on the

Paola Pianciola

Paola Pianciola (Jun 21, 2023 16:27 GMT+2)

Paola Pianciola
Chairman of the meeting

Contents

	<u>Page</u>
Reports	
Management's statement	1
Independent auditor's report on extended review	2
Management's review	
Company information	4
Management's review	5
Financial statements 1 May 2022 - 30 April 2023	
Accounting policies	6
Income statement	10
Balance sheet	11
Statement of changes in equity	13
Notes	14

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 %.

Management's statement

Today, the Board of Directors and the Managing Director have approved the annual report of Smartbox Group Denmark A/S for the financial year 1 May 2022 - 30 April 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 April 2023 and of the results of the Company's operations for the financial year 1 May 2022 – 30 April 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.


Kastrup,

Managing Director


Paola Pianciola (Jun 21, 2023 18:27 GMT+2)

Paola Pianciola

Board of directors


Frédéric Leleux (Jun 21, 2023 18:39 GMT+2)

Frédéric Leleux
Chairman


Paola Pianciola (Jun 21, 2023 18:27 GMT+2)

Paola Pianciola


Franck villet (Jun 21, 2023 16:13 GMT+1)

Franck Noël Bruno Villet

Independent auditor's report on extended review

To the Shareholders of Smartbox Group Denmark A/S

Opinion

We have performed an extended review of the financial statements of Smartbox Group Denmark A/S for the financial year 1 May 2022 - 30 April 2023, comprising income statement, balance sheet, statement of changes in equity and notes, including accounting policies. The financial statements are prepared in accordance with the Danish Financial Statements Act.

Based on the work performed, it is our opinion, that the financial statements give a true and fair view of the Company's assets, liabilities and financial position at 30 April 2023 and of the results of the Company's operations for the financial year 1 May 2022 - 30 April 2023 in accordance with the Danish Financial Statements Act.

Basis for Opinion

We conducted our extended review in accordance with the Danish Business Authority's Assurance Standard for Small Enterprises and FSR – Danish Auditors' standard on extended review of financial statements prepared in accordance with the Danish Financial Statements Act. Our responsibilities under those standards and requirements are further described in the "Auditor's responsibility for the extended review 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 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 that Management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Independent auditor's report on extended review

Auditor's responsibilities for the extended review of the Financial Statements

Our responsibility is to express a conclusion on the financial statements. This requires that we plan and perform procedures in order to obtain limited assurance for our conclusion on the financial statements and in addition perform specifically required supplementary procedures in order to obtain further assurance for our conclusion.

An extended review comprises procedures primarily consisting of making enquiries of Management and others within the entity, as appropriate, applying analytical procedures and the specifically required supplementary procedures, and evaluating the evidence obtained.

The procedures performed in an extended review are less than those performed in an audit, and accordingly, we do not express an audit opinion on the financial statements.

Statement on the Management's Review

Management is responsible for the Management's Review.

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

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

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

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

Aalborg, 21 June 2023

KPMG

State Authorised Public Accountants
Company reg. no. 25 57 81 98



Steffen S. Hansen
State Authorised Public Accountant
mne32737

Company information

The company	Smartbox Group Denmark A/S Amager Strandvej 390, 3. 2770 Kastrup
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	Fax + (45) 70 26 41 01
	Web site www.smartbox.dk
	E mail oplevelser@smartbox.com
	Company reg. no. 29 80 41 33
	Established: 20 December 2006
	Financial year: 1 May 2022 - 30 April 2023
Board of directors	Frédéric Leleux, Chairman Paola Pianciola Franck Noël Bruno Villet
Managing Director	Paola Pianciola
Auditors	KPMG, Statsautoriseret Revisionspartnerselskab Østre Havnegade 22D 9000 Aalborg
Bankers	Danske Bank

Management's review

The principal activities of the company

Smartbox Group Denmark has, under the Smartbox brand, continued to develop its operations during the year by supporting the distribution of Smartbox Group Limited gift experiences on the Danish market.

The Smartbox Group is the market leader across Europe. The Smartbox product is a complete experience solution consisting of three parts; a book with a specific theme, a book that describes the experiences that exist within the theme and a voucher which gives access to the experience or activity. Distributions are made through four channels: Retailers, shop, B2B and the Internet. In B2B, distributions are made directly to companies and organizations.

Uncertainties as to recognition or measurement

There have been no uncertainty in recognizing and measuring.

Unusual matters

On 30 May 2022, Wonderbox announced its intention to acquire Smartbox from the family office Otium Capital. Founded in 2004 in France Wonderbox is a key player in the leisure market operating in four complementary sectors: gift boxes, gift cards, activity booking and incentive platforms. Wonderbox is present in 13 countries. In 2021 Wonderbox generated a business volume of 240 M€. The deal was valid up until April 30, 2023, provided the Anti-Trust authorities gave their consent to this agreement. As on April 30, 2023 the Anti-Trust did not give their approval the deal lapsed.

Consequently Smartbox is now free of any commitment and can pursue its activities independently.

Development in activities and financial matters

The gross profit for the year totals DKK 14.347.000 against DKK 10.782.766 last year. Income from ordinary activities after tax totals DKK 1.331.424 against DKK 897.276 last year. Management considers the net profit for the year satisfactory.

Expectations to the future

The Group and the company will continue developing their business on the Danish market.

Accounting policies

The annual report for Smartbox Group Denmark 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 accounting policies are unchanged from last year, and the annual report is presented in DKK.

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.

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.

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

Accounting policies

Business combinations

Acquisitions completed by the 1 July 2018 or later (method of consolidation)

In case of intercompany business combinations, the carrying amount method is applied. By this method, the two enterprises are united at carrying amounts, and differences are not identified. Any considerations exceeding the carrying amount in the acquired entity are recognised directly in equity.

The carrying amount method is implemented on the acquisition date, and comparative figures are not modified.

Income statement

Gross profit

Gross profit comprises the revenue, other operating income, and external costs.

Net turnover

The net turnover is recognised in the profit and loss account if delivery and risk transfer to the buyer have taken place before the end of the year, and if the income can be determined reliably and is expected to be received. The net turnover is recognised exclusive of VAT and taxes and with the deduction of any discounts granted in connection with the sale.

Cost of sales comprises costs concerning purchase of raw materials and consumables less discounts and changes in inventories.

Other operating income and costs comprise accounting items of secondary nature in proportion to the principal activities of the enterprise, including gains and losses on disposal of intangible and tangible fixed assets.

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. Staff costs are less government reimbursements.

Depreciation, amortisation, and write-down for impairment

Amortisation, depreciation and impairment losses comprise amortisation, depreciation and impairment of intangible assets and property, plant and equipment as well as gains and losses from current replacement of fixed assets.

Accounting policies

Financial income and expenses

Net financials comprise interest, realised and unrealised capital gains and losses concerning financial assets and liabilities. Financial income and expenses are recognised in the income statement with the amounts that concerns the financial year.

Interest and other costs concerning loans for financing the production of intangible and tangible fixed assets and concerning the production period are not recognised in the cost of the fixed asset.

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.

Statement of financial position

Tangible fixed assets

Leasehold improvements are measured at cost less accumulated depreciation and write down. Depreciation is made by use of the straightline method over 10 years based on the evaluation of the expected useful lives of the assets.

Equipment are measured at cost less accumulated depreciation and less any accumulated impairment losses.

Depreciation base is cost less estimated residual value at end of useful life.

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

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

	Useful life
Leasehold improvements	10 years
Other fixtures and fittings, tools and equipment	3-5 years

There is an annual reassessment of the depreciation period and the scrap value.

Minor assets with an expected cost of less than 14.400 per unit are recognised as costs in the income statement in the year of acquisition.

Profit or loss derived from the disposal of tangible fixed assets is measured as the difference between the sales price reduced by the selling costs and the carrying amount at the date of disposal. Profit or loss is recognised in the income statement under depreciation.

Accounting policies

Property, plant, and equipment in progress

Property, plant, and equipment in progress are measured and recognised as the total costs incurred. When the work has been completed, the total value is transferred to the relevant item under property, plant, and equipment and is amortised from the date of entry into service.

Financial fixed assets

Deposits

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

Impairment loss relating to non-current assets

The carrying amount of tangible fixed assets 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 takes place to the recoverable amount, if this value is lower than the carrying amount.

The recoverable value is equal to the value of the net selling price or the value in use, whichever is higher. The value in use is determined as the present value of the expected net cash flow deriving from the use of the asset or the group of assets.

Previously recognised impairment losses are reversed when conditions for impairment no longer exist.

Receivables

Receivables are measured at amortised cost which usually corresponds to face value. In order to meet expected losses, they are written down for impairment to the net realisable value.

Prepayments

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

Cash and cash equivalents

Cash and cash equivalents comprise cash and short-term securities with a maturity less than 3 months that are readily convertible into cash and which are subject to an insignificant risk of changes in value.

Income tax and deferred tax

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.

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

Income statement 1 May - 30 April

All amounts in DKK.

<u>Note</u>	<u>30/04 2023</u>	<u>30/04 2022</u>
Gross profit	14.347.000	10.782.766
2 Staff costs	-12.893.564	-9.727.123
3 Depreciation and impairment of property, land, and equipment	-97.515	-96.244
Operating profit	1.355.921	959.399
Other financial income	158	0
4 Other financial expenses	-24.655	-62.123
Pre-tax net profit or loss	1.331.424	897.276
Tax on net profit or loss for the year	0	0
Net profit or loss for the year	1.331.424	897.276
Proposed distribution of net profit:		
Transferred to retained earnings	1.331.424	897.276
Total allocations and transfers	1.331.424	897.276

Balance sheet at 30 April

All amounts in DKK.

<u>Note</u>	<u>2023</u>	<u>2022</u>
Assets		
Non-current assets		
5 Leasehold improvements	123.971	3.651
5 Other fixtures, fittings, tools and equipment	257.194	140.482
Total property, plant, and equipment	<u>381.165</u>	<u>144.133</u>
6 Deposits	344.270	213.563
Total investments	<u>344.270</u>	<u>213.563</u>
Total non-current assets	<u>725.435</u>	<u>357.696</u>
Current assets		
Trade receivables	1.229.125	477.878
Receivables from group enterprises	549.963	2.864.617
7 Deferred tax assets	1.867.986	1.867.986
Other receivables	114.277	75.832
Prepayments	381.651	164.504
Total receivables	<u>4.143.002</u>	<u>5.450.817</u>
Cash and cash equivalents	<u>4.871.529</u>	<u>2.419.349</u>
Total current assets	<u>9.014.531</u>	<u>7.870.166</u>
Total assets	<u>9.739.966</u>	<u>8.227.862</u>

Balance sheet at 30 April

All amounts in DKK.

Equity and liabilities			
<u>Note</u>		<u>2023</u>	<u>2022</u>
Equity			
8	Contributed capital	646.349	646.349
	Retained earnings	3.330.316	1.998.892
	Total equity	<u>3.976.665</u>	<u>2.645.241</u>
 Liabilities other than provisions			
	Trade payables	3.636.337	3.346.651
	Payables to group enterprises	0	307.779
	Other payables	2.126.964	1.928.191
	Total short term liabilities other than provisions	<u>5.763.301</u>	<u>5.582.621</u>
	Total liabilities other than provisions	<u>5.763.301</u>	<u>5.582.621</u>
	Total equity and liabilities	<u>9.739.966</u>	<u>8.227.862</u>
 1 Subsequent events			
9 Contingencies			
10 Related parties			

Statement of changes in equity

All amounts in DKK.

	<u>Contributed capital</u>	<u>Retained earnings</u>	<u>Total</u>
Equity 1 May 2022	646.349	1.998.892	2.645.241
Profit or loss for the year brought forward	0	1.331.424	1.331.424
	<u>646.349</u>	<u>3.330.316</u>	<u>3.976.665</u>

Notes

All amounts in DKK.

1. Subsequent events

No events have occurred after the balance sheet date which affect the financial position of the company materially.

	<u>30/04 2023</u>	<u>30/04 2022</u>
2. Staff costs		
Salaries and wages	11.958.316	9.113.575
Pension costs	879.014	521.478
Other costs for social security	56.234	92.070
	<u>12.893.564</u>	<u>9.727.123</u>
Average number of employees	<u>25</u>	<u>16</u>
3. Depreciation and impairment of property, land, and equipment		
Depreciation on decoration of leasehold improvements	18.845	16.049
Depreciation on other fixtures, fittings, tools and equipment	78.670	80.195
	<u>97.515</u>	<u>96.244</u>
4. Other financial expenses		
Other financial costs	24.655	62.123
	<u>24.655</u>	<u>62.123</u>

Notes

All amounts in DKK.

5. Tangible assets

	<u>Leasehold improvements</u>	<u>Other fixtures and fittings, tools and equipment</u>
Cost at 1 May 2022	2.413.621	554.817
Additions	<u>123.116</u>	<u>211.431</u>
Cost at 30 April 2023	<u>2.536.737</u>	<u>766.248</u>
Depreciations and writedown 1 May 2022	2.393.921	430.384
Depreciations this year	<u>18.845</u>	<u>78.670</u>
Depreciations and writedown 30 April 2023	<u>2.412.766</u>	<u>509.054</u>
Book value of tangible assets 30 April 2023	<u>123.971</u>	<u>257.194</u>

30/4 2023

30/4 2022

6. Deposits

Cost 1 May 2022	213.563	213.563
Additions during the year	<u>130.707</u>	<u>0</u>
Cost 30 April 2023	<u>344.270</u>	<u>213.563</u>
Carrying amount, 30 April 2023	<u>344.270</u>	<u>213.563</u>

7. Deferred tax assets

Deferred tax assets 1 May 2022	1.867.986	999.698
Merger with Bellevue A/S	<u>0</u>	<u>868.288</u>
	<u>1.867.986</u>	<u>1.867.986</u>

8. Contributed capital

Contributed capital 1 May 2022	<u>646.349</u>	<u>646.349</u>
	<u>646.349</u>	<u>646.349</u>

Notes

All amounts in DKK.

9. Contingencies

Contingent liabilities

The Company have committed to operational leasing contracts for the following amounts:

Remaining between 9-29 months having an average yearly payments of TDKK 583. The liability is in total TDKK 2.317.

10. Related parties

Controlling interest

The company is a wholly owned subsidiary undertaking of Smartbox Group Company Ltd, a company incorporated in the Republic of Ireland.

The company regards BAD 2I, a company incorporated under the laws of Belgium, having its registered headquarters at 431 Chaussee De Louvain, 1380 Lasne, Belgium, as its ultimate holding company.

The Company in which the results of the company are consolidated is BAD 2I.