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# ***Liva Healthcare Holding ApS***

Danneskiold-Samsøes Allé 41, DK-1434 Copenhagen

## **Annual Report for 1 July 2019 - 30 June 2020**

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CVR No 30 53 98 93

The Annual Report was  
presented and adopted at  
the Annual General  
Meeting of the Company on  
15/9 2020

Kristoffer From  
Chairman of the General  
Meeting



# Contents

|  | <u>Page</u> |
|--|-------------|
| <b>Management's Statement and Auditor's Report</b> |             |
| Management's Statement                             | 1           |
| Independent Auditor's Report                       | 2           |
| <b>Company Information</b>                         |             |
| Company Information                                | 5           |
| Management's Review                                | 6           |
| <b>Financial Statements</b>                        |             |
| Income Statement 1 July 2019 - 30 June 2020        | 7           |
| Balance Sheet 30 June 2020                         | 8           |
| Statement of Changes in Equity                     | 10          |
| Notes to the Financial Statements                  | 11          |

# Management's Statement

The Executive Board and Board of Directors have today considered and adopted the Annual Report of Liva Healthcare Holding ApS for the financial year 1 July 2019 - 30 June 2020.

The Annual Report is 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 at 30 June 2020 of the Company and of the results of the Company operations for 2019/20.

In our opinion, Management's Review includes a true and fair account of the matters addressed in the Review.

We recommend that the Annual Report be adopted at the Annual General Meeting.

Copenhagen, 15 September 2020

## Executive Board

Kristoffer Hokholt From  
CEO

André Sode  
Executive Officer

## Board of Directors

Rune Nygaard Bech Pedersen  
Chairman

Ivan Sandqvist

Joachim Snebang Vanggaard  
Jensen

Boris Bernstein

Carl Joakim Brandt

Guido Dominik Hegener

Søren Hein

# Independent Auditor's Report

To the Shareholders of Liva Healthcare Holding ApS

## Opinion

In our opinion, the Financial Statements give a true and fair view of the financial position of the Company at 30 June 2020 and of the results of the Company's operations for the financial year 1 July 2019 - 30 June 2020 in accordance with the Danish Financial Statements Act.

We have audited the Financial Statements of Liva Healthcare Holding ApS for the financial year 1 July 2019 - 30 June 2020, which comprise income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies ("the Financial Statements").

## 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.

## 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 Financials Statements Act.

Based on the work we have performed, in our view, 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 in Management's Review.

## 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 misstate-

# Independent Auditor's Report

ment, 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.

As part of an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark, we exercise professional judgement 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 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

# Independent Auditor's Report

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.

Hellerup, 15 September 2020

**PricewaterhouseCoopers**

Statsautoriseret Revisionspartnerselskab

*CVR No 33 77 12 31*

Martin Lunden  
statsautoriseret revisor  
mne32209

Simon Vinberg Andersen  
statsautoriseret revisor  
mne35458

## **Company Information**

### **The Company**

Liva Healthcare Holding ApS  
Danneskiold-Samsøes Allé 41  
DK-1434 Copenhagen

CVR No: 30 53 98 93  
Financial period: 1 July - 30 June  
Municipality of reg. office: Copenhagen

### **Board of Directors**

Rune Nygaard Bech Pedersen, Chairman  
Ivan Sandqvist  
Joachim Snebang Vanggaard Jensen  
Boris Bernstein  
Carl Joakim Brandt  
Guido Dominik Hegener  
Søren Hein

### **Executive Board**

Kristoffer Hokholt From  
André Sode

### **Auditors**

PricewaterhouseCoopers  
Statsautoriseret Revisionspartnerselskab  
Strandvejen 44  
DK-2900 Hellerup

# Management's Review

## Key activities

The purpose of the Company is directly and/or through the holding of shares in other companies, to conduct business within healthcare technological development, production and trade to improve lives through digital health coaching.

## Development in the year

The income statement of the Company for 2019/20 shows a loss of DKK 16,853,156, and at 30 June 2020 the balance sheet of the Company shows equity of DKK 39,300,522.

The Company is no longer capitalising development costs related to the Liva Healthcare app as the platform has reached the stage where the subsequent costs mainly relates to operation, maintenance and bugfix.

## Unusual events

The implications of COVID-19 with many governments across the world deciding to "close down their countries" will have great impact on the global economy. As the primary business of Liva Healthcare is to improve lives through digital health coaching, the outbreak of COVID-19 has not had, and is not expected to have, any significant impact on the Company.

## Subsequent events

No events materially affecting the assessment of the Annual Report have occurred after the balance sheet date.



## Income Statement 1 July 2019 - 30 June 2020

|  | Note | 2019/20<br>DKK            | 2018/19<br>DKK            |
|--|------|---------------------------|---------------------------|
| <b>Gross profit/loss</b>   |      | <b>-4,019,115</b>         | <b>-454,685</b>           |
| Staff expenses   | 2    | -3,090,372                | -3,059,542                |
| Depreciation, amortisation and impairment of intangible assets and property, plant and equipment |      | <u>-4,247,844</u>         | <u>-3,670,401</u>         |
| <b>Profit/loss before financial income and expenses</b>  |      | <b>-11,357,331</b>        | <b>-7,184,628</b>         |
| Income from investments in subsidiaries  |      | -7,372,456                | -7,613,136                |
| Financial income   | 3    | 72,195                    | 5,502                     |
| Financial expenses   | 4    | <u>-74,895</u>            | <u>-448,527</u>           |
| <b>Profit/loss before tax</b>  |      | <b>-18,732,487</b>        | <b>-15,240,789</b>        |
| Tax on profit/loss for the year  | 5    | <u>1,879,331</u>          | <u>334,412</u>            |
| <b>Net profit/loss for the year</b>  |      | <b><u>-16,853,156</u></b> | <b><u>-14,906,377</u></b> |

## Distribution of profit

### Proposed distribution of profit

|                   |  |                           |                           |
|-------------------|--|---------------------------|---------------------------|
| Retained earnings |  | <u>-16,853,156</u>        | <u>-14,906,377</u>        |
|                   |  | <b><u>-16,853,156</u></b> | <b><u>-14,906,377</u></b> |

## Balance Sheet 30 June 2020

### Assets

|                                 | Note | 2020<br>DKK       | 2019<br>DKK       |
|---------------------------------|------|-------------------|-------------------|
| Completed development projects  |      | 9,955,403         | 14,203,247        |
| <b>Intangible assets</b>        | 6    | <b>9,955,403</b>  | <b>14,203,247</b> |
| Investments in subsidiaries     | 7    | 0                 | 0                 |
| <b>Fixed assets</b>             |      | <b>9,955,403</b>  | <b>14,203,247</b> |
| Other receivables               |      | 630,950           | 41,189,095        |
| Corporation tax                 |      | 1,352,811         | 2,078,903         |
| Prepayments                     |      | 2,285             | 7,405             |
| <b>Receivables</b>              |      | <b>1,986,046</b>  | <b>43,275,403</b> |
| <b>Cash at bank and in hand</b> |      | <b>28,800,273</b> | <b>2,099,488</b>  |
| <b>Currents assets</b>          |      | <b>30,786,319</b> | <b>45,374,891</b> |
| <b>Assets</b>                   |      | <b>40,741,722</b> | <b>59,578,138</b> |

# Balance Sheet 30 June 2020

## Liabilities and equity

|  | Note | 2020<br>DKK              | 2019<br>DKK              |
|--|------|--------------------------|--------------------------|
| Share capital  |      | 403,978                  | 400,317                  |
| Unpaid share capital   |      | 0                        | 39,786,660               |
| Reserve for development costs                                  |      | 7,955,054                | 9,943,817                |
| Retained earnings  |      | <u>30,941,490</u>        | <u>6,019,223</u>         |
| <b>Equity</b>  |      | <b><u>39,300,522</u></b> | <b><u>56,150,017</u></b> |
| Provision for deferred tax                                     |      | 0                        | 1,236,825                |
| Provisions relating to investments in group enterprises        |      | <u>513,274</u>           | <u>301,541</u>           |
| <b>Provisions</b>  |      | <b><u>513,274</u></b>    | <b><u>1,538,366</u></b>  |
| Other payables   |      | <u>465,157</u>           | <u>0</u>                 |
| <b>Long-term debt</b>  |      | <b><u>465,157</u></b>    | <b><u>0</u></b>          |
| Trade payables   |      | 5,680                    | 103,794                  |
| Payables to group enterprises                                  |      | 0                        | 1,166,540                |
| Other payables   |      | <u>457,089</u>           | <u>619,421</u>           |
|  |      | <b><u>462,769</u></b>    | <b><u>1,889,755</u></b>  |
| <b>Debt</b>  |      | <b><u>927,926</u></b>    | <b><u>1,889,755</u></b>  |
| <b>Liabilities and equity</b>                                  |      | <b><u>40,741,722</u></b> | <b><u>59,578,138</u></b> |
| Unusual events   | 1    |                          |                          |
| Contingent assets, liabilities and other financial obligations | 8    |                          |                          |
| Accounting Policies  | 9    |                          |                          |

## Statement of Changes in Equity

|   | Share capital  | Reserve for<br>unpaid share<br>capital and<br>share premium | Reserve for<br>development<br>costs | Retained<br>earnings | Total             |
|---|----------------|---|-------------------------------------|----------------------|-------------------|
|   | DKK            | DKK   | DKK                                 | DKK                  | DKK               |
| Equity at 1 July 2019                                     | 400,317        | 39,786,660  | 9,943,817                           | 6,019,223            | 56,150,017        |
| Cash capital increase                                     | 3,661          | 0   | 0                                   | 0                    | 3,661             |
| Payment of unpaid share capital                           | 0              | -39,786,660   | 0                                   | 39,786,660           | 0                 |
| Depreciation, amortisation and impairment for<br>the year | 0              | 0   | -1,988,763                          | 1,988,763            | 0                 |
| Net profit/loss for the year                              | 0              | 0   | 0                                   | -16,853,156          | -16,853,156       |
| <b>Equity at 30 June 2020</b>                             | <b>403,978</b> | <b>0</b>  | <b>7,955,054</b>                    | <b>30,941,490</b>    | <b>39,300,522</b> |

# Notes to the Financial Statements

## 1 Unusual events

The implications of COVID-19 with many governments across the world deciding to "close down their countries" will have great impact on the global economy. As the primary business of Liva Healthcare is to improve lives through digital health coaching, the outbreak of COVID-19 has not had, and is not expected to have, any significant impact on the Company.

|   | 2019/20           | 2018/19          |
|---|-------------------|------------------|
|   | DKK               | DKK              |
| <b>2 Staff expenses</b>                     |                   |                  |
| Wages and salaries                          | 2,836,744         | 2,712,899        |
| Pensions                                    | 237,600           | 225,600          |
| Other social security expenses              | 8,518             | 9,309            |
| Other staff expenses                        | 7,510             | 111,734          |
|   | <b>3,090,372</b>  | <b>3,059,542</b> |
| <b>Average number of employees</b>          | <b>2</b>          | <b>2</b>         |
| <b>3 Financial income</b>                   |                   |                  |
| Interest received from group enterprises    | 72,195            | 5,502            |
|   | <b>72,195</b>     | <b>5,502</b>     |
| <b>4 Financial expenses</b>                 |                   |                  |
| Interest paid to group enterprises          | 1,159             | 96,974           |
| Other financial expenses                    | 73,736            | 351,553          |
|   | <b>74,895</b>     | <b>448,527</b>   |
| <b>5 Tax on profit/loss for the year</b>    |                   |                  |
| Current tax for the year                    | -642,506          | -710,305         |
| Deferred tax for the year                   | -1,236,825        | -305,583         |
| Adjustment of tax concerning previous years | 0                 | 681,476          |
|   | <b>-1,879,331</b> | <b>-334,412</b>  |

## Notes to the Financial Statements

### 6 Intangible assets

|  | Completed<br>development<br>projects<br><u>DKK</u> |
|--|--|
| Cost at 1 July 2019                                | <u>21,239,210</u>                                  |
| Cost at 30 June 2020                               | <u>21,239,210</u>                                  |
| Impairment losses and amortisation at 1 July 2019  | 7,035,963  |
| Amortisation for the year                          | <u>4,247,844</u>                                   |
| Impairment losses and amortisation at 30 June 2020 | <u>11,283,807</u>                                  |
| <b>Carrying amount at 30 June 2020</b>             | <b><u>9,955,403</u></b>                            |
| Amortised over                                     | <u>5 years</u>                                     |

Development projects concern the development of new versions of the company's existing software products.

The Company is no longer capitalising development costs related to the Liva Healthcare app as the platform has reached the stage where the subsequent costs mainly relates to operation, maintenance and bugfix of the app.

## Notes to the Financial Statements

|   | 2020<br>DKK | 2019<br>DKK |
|---|-------------|-------------|
| <b>7 Investments in subsidiaries</b>  |             |             |
| Cost at 1 July 2019   | 13,411,145  | 13,411,145  |
| Cost at 30 June 2020  | 13,411,145  | 13,411,145  |
| Value adjustments at 1 July 2019  | -13,712,686 | -6,099,550  |
| Net profit/loss for the year  | -7,213,354  | -7,402,283  |
| Change in intercompany profit on development projects (net)                 | -159,102    | -210,853    |
| Value adjustments at 30 June 2020   | -21,085,142 | -13,712,686 |
| Equity investments with negative net asset value amortised over receivables | 7,160,723   | 0           |
| Equity investments with negative net asset value transferred to provisions  | 513,274     | 301,541     |
| <b>Carrying amount at 30 June 2020</b>                                      | <b>0</b>    | <b>0</b>    |

Investments in subsidiaries are specified as follows:

| Name                | Place of registered office | Share capital | Votes and ownership |
|---------------------|----------------------------|---------------|---------------------|
| Liva Healthcare A/S | Copenhagen                 | 13.000.000    | 100%                |

## 8 Contingent assets, liabilities and other financial obligations

### Other contingent liabilities

The company has issued a letter of support to the subsidiary Liva Healthcare A/S and agrees to provide the company with sufficient liquidity, to ensure operations can continue without loss for Liva Healthcare A/S's other creditors.

# Notes to the Financial Statements

## 9 Accounting Policies

The Annual Report of Liva Healthcare Holding ApS for 2019/20 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class B as well as selected rules applying to reporting class C.

The accounting policies applied remain unchanged from last year.

The Financial Statements for 2019/20 are presented in DKK.

### Recognition and measurement

Revenues are recognised in the income statement as earned. Furthermore, value adjustments of financial assets and liabilities measured at fair value or amortised cost are recognised. Moreover, all expenses incurred to achieve the earnings for the year are recognised in the income statement, including depreciation, amortisation, impairment losses and provisions as well as reversals due to changed accounting estimates of amounts that have previously been recognised in the income statement.

Assets are recognised in the balance sheet when it is probable that future economic benefits attributable to the asset will flow to the Company, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when it is probable that future economic benefits will flow out of the Company, and the value of the liability can be measured reliably.

Assets and liabilities are initially measured at cost. Subsequently, assets and liabilities are measured as described for each item below.

## Income Statement

### Revenue

Revenue from the sale of goods is recognised when the risks and rewards relating to the goods sold have been transferred to the purchaser, the revenue can be measured reliably and it is probable that the economic benefits relating to the sale will flow to the Company.

Revenue is measured at the consideration received and is recognised exclusive of VAT and net of discounts relating to sales.

### Other external expenses

Other external expenses comprise indirect production costs and expenses for premises, sales and distribution as well as office expenses, etc.



# Notes to the Financial Statements

## 9 Accounting Policies (continued)

### **Gross profit**

With reference to section 32 of the Danish Financial Statements Act, gross profit/loss is calculated as a summary of revenue, work on own account recognised in assets and other external expenses.

### **Staff expenses**

Staff expenses comprise wages and salaries as well as payroll expenses.

### **Amortisation, depreciation and impairment losses**

Amortisation, depreciation and impairment losses comprise amortisation, depreciation and impairment of intangible assets.

### **Income from investments in subsidiaries**

The item “Income from investments in subsidiaries” in the income statement includes the proportionate share of the profit for the year.

### **Financial income and expenses**

Financial income and expenses are recognised in the income statement at the amounts relating to the financial year.

### **Tax on profit/loss for the year**

Tax for the year consists of current tax for the year and changes in deferred tax for the year. The tax attributable to the profit for the year is recognised in the income statement, whereas the tax attributable to equity transactions is recognised directly in equity.

# Notes to the Financial Statements

## 9 Accounting Policies (continued)

### Balance Sheet

#### Intangible assets

Costs of development projects comprise salaries and other expenses directly or indirectly attributable to the Company's development activities. The costs for development projects are all internally generated.

Development projects that are clearly defined and identifiable, in respect of which technical feasibility, sufficient resources and a potential future market or development opportunity in the enterprise can be demonstrated, and where it is the intention to market or use the project, are recognized as intangible assets. This applies if sufficient certainty exists that the value in use of future earnings can cover cost of sales activities and administrative expenses involved as well as the development costs. Development projects that do not meet the criteria for recognition in the balance sheet are recognized as expenses in the income statement as incurred.

Capitalized development costs are measured at cost less accumulated amortization and impairment losses or a lower recoverable amount.

Development costs that do not meet the criteria above are recognized as an expense in the income statement as incurred.

Development costs previously recognized as an expense are not recognized as an asset in a subsequent period. As of the date of completion, capitalized development costs are amortized on a straight-line basis over the period of the expected economic benefit from the development work.

#### Impairment of fixed assets

The carrying amounts of intangible assets and property, plant and equipment are reviewed on an annual basis to determine whether there is any indication of impairment other than that expressed by amortisation and depreciation.

If so, the asset is written down to its lower recoverable amount.

#### Investments in subsidiaries

Investments in subsidiaries are recognised and measured under the equity method.

The item "Investments in subsidiaries" in the balance sheet include the proportionate ownership share of the net asset value of the enterprises calculated on the basis of the fair values of identifiable net assets at the time of acquisition.

The total net revaluation of investments in subsidiaries is transferred upon distribution of profit to "Reserve for net revaluation under the equity method" under equity. The reserve is reduced by dividend

# Notes to the Financial Statements

## 9 Accounting Policies (continued)

distributed to the Parent Company and adjusted for other equity movements in the subsidiaries.

Subsidiaries with a negative net asset value are recognised at DKK 0. Any legal or constructive obligation of the Parent Company to cover the negative balance of the enterprise is recognised in provisions.

### Receivables

Receivables are recognised in the balance sheet at amortised cost, which substantially corresponds to nominal value. Provisions for estimated bad debts are made.

### Prepayments

Prepayments comprise prepaid expenses concerning rent, insurance premiums, subscriptions and interest.

### Deferred tax assets and liabilities

Deferred tax is measured on the basis of the tax rules and tax rates that will be effective under the legislation at the balance sheet date when the deferred tax is expected to crystallise as current tax. Any changes in deferred tax due to changes to tax rates are recognised in the income statement or in equity if the deferred tax relates to items recognised in equity.

### Current tax receivables and liabilities

Current tax liabilities and receivables are recognised in the balance sheet as the expected taxable income for the year adjusted for tax on taxable incomes for prior years and tax paid on account. Extra payments and repayment under the on-account taxation scheme are recognised in the income statement in financial income and expenses.

### Financial debts

Debts are measured at amortised cost, substantially corresponding to nominal value.