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Qualiware ApS

Ryttermarken 15
3520 Farum
CVR No. 30731557

Annual report 2022

The Annual General Meeting adopted the
annual report on 20.06.2023

Peter Sørensen

Chairman of the General Meeting

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Entity details

Entity

Qualiware ApS
Ryttermarken 15
3520 Farum

Business Registration No.: 30731557
Registered office: Furesø
Financial year: 01.01.2022 - 31.12.2022

Board of Directors

Gitte Strandly
Jacob Dreyer Lund
Thue Winther-Jørgensen
Kuno Brodersen
Usman Ali Munawar
Rune Brodersen

Executive Board

Kuno Brodersen

Auditors

Deloitte Statsautoriseret Revisionspartnerselskab
Weidekampsgade 6
2300 Copenhagen S

Statement by Management

The Board of Directors and the Executive Board have today considered and approved the annual report of Qualiware ApS for the financial year 01.01.2022 - 31.12.2022.

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

In our opinion, the financial statements give a true and fair view of the Entity's financial position at 31.12.2022 and of the results of its operations for the financial year 01.01.2022 - 31.12.2022.

We believe that the management commentary contains a fair review of the affairs and conditions referred to therein.

We recommend the annual report for adoption at the Annual General Meeting.

Farum, 20.06.2023

Executive Board

Kuno Brodersen

Board of Directors

Gitte Strandly

Jacob Dreyer Lund

Thue Winther-Jørgensen

Kuno Brodersen

Usman Ali Munawar

Rune Brodersen

Independent auditor's report

To the shareholders of Qualiware ApS

Opinion

We have audited the financial statements of Qualiware ApS for the financial year 01.01.2022 - 31.12.2022, which comprise the income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies. The financial statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the Entity's financial position at 31.12.2022 and of the results of its operations for the financial year 01.01.2022 - 31.12.2022 in accordance with the Danish Financial Statements Act.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and 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 this auditor's report. We are independent of the Entity 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 Entity's ability to continue as a going concern, for disclosing, as applicable, matters related to going concern, and for using the going concern basis of accounting in preparing the financial statements unless Management either intends to liquidate the Entity 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 Entity'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 Entity'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 Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures in the notes, 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 the management commentary

Management is responsible for the management commentary.

Our opinion on the financial statements does not cover the management commentary, 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 the management commentary and, in doing so, consider whether the management commentary is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Moreover, 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 conclude that the management commentary 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 commentary.

København, 20.06.2023

Deloitte

Statsautoriseret Revisionspartnerselskab

CVR No. 33963556

Thomas Frommelt Hertz

State Authorised Public Accountant

Identification No (MNE) mne31543

Management commentary

Primary activities

The Company develops software for business strategy, enterprise architecture, quality assurance, business descriptions, risk management and management. The Company works for large as well as medium-sized companies within all industries, both public and private organisations, and both nationally and globally.

QualiWare's customers use our products and services primarily in connection with ongoing improvements or significant strategic changes in their business. QualiWare has developed a special product functionality and working methods to help a company make these changes in a positive way for its employees and stakeholders. These principles are based on modern Scandinavian management philosophy and focus, among other things, on employee involvement, delegation of responsibility, target management, flat organisation, trust rather than control, etc. This unique approach gives us a competitive advantage in Scandinavia and modern innovative companies, among others.

Development in activities and finances

The company considers the realized turnover and profit for 2022 to be unsatisfactory, but expected in connection with the planned investment and growth strategy.

With effect from 2022, the company has changed the accounting policies for revenue recognition so that revenues covering a period are accrued on the basis of the period. In the past, we have been recognized as revenue for invoicing regardless of period. All relevant revenue has been allocated on an accruals basis, so that the figures for 2022 and the comparative figures for 2021 show the revised principle.

In 2022 we also had an extraordinary depreciation of fixed assets of DKK 2,3 million.

The QualiWare Group has a total EBIDTA of DKK 6,7 million, but it will result in an overall pre-tax deficit of 2,7 million. The deficit is primarily attributable to equity losses and the extraordinary depreciation mentioned.

Developing a cloud solution to the product and the opportunity to lease licences have meant a shorter sales cycle and increased intake of new customers. The Company is going through a transformation process in which more and more customers choose to lease rather than purchase licences, implying that revenue is extended over a period of time. In addition, this solution means greater flexibility for customers and the opportunity to scale up and down as needed.

The renowned analyst firm Gartner has again placed QualiWare as Challenger in their annual Magic Quadrant for Enterprise Architecture software in 2022. In addition, the research companies InfoTech and Quadrant Solutions have categorized QualiWare as leaders in their assessment.

In 2022, QualiWare was represented in more than 16 countries in all parts of the world.

Events after the balance sheet date

We are investing heavily in scaling sales of our software and expanding our partnerships over the next few years.

Furthermore, no events have occurred since the end of the financial year which are estimated to affect the holding's financial position as at 31.12.2022. We expect an increase in both revenue and profit in 2023.

Income statement for 2022

| | Notes | 2022 DKK | 2021 DKK |
|--|-------|--------------------|--------------------|
| Gross profit/loss | | 15,525,262 | 15,458,592 |
| Staff costs | 1 | (16,509,309) | (14,631,534) |
| Depreciation, amortisation and impairment losses | 2 | (5,855,421) | (3,561,144) |
| Operating profit/loss | | (6,839,468) | (2,734,086) |
| Other financial income | 3 | 977,398 | 1,398,685 |
| Other financial expenses | 4 | (379,224) | (303,304) |
| Profit/loss before tax | | (6,241,294) | (1,638,705) |
| Tax on profit/loss for the year | 5 | 1,637,254 | 577,394 |
| Profit/loss for the year | | (4,604,040) | (1,061,311) |
| Proposed distribution of profit and loss | | | |
| Retained earnings | | (4,604,040) | (1,061,311) |
| Proposed distribution of profit and loss | | (4,604,040) | (1,061,311) |

Balance sheet at 31.12.2022

Assets

| | Notes | 2022 DKK | 2021 DKK |
|--|-------|-------------------|-------------------|
| Completed development projects | 7 | 17,152,086 | 18,803,542 |
| Intangible assets | 6 | 17,152,086 | 18,803,542 |
| Other fixtures and fittings, tools and equipment | | 0 | 3,022 |
| Property, plant and equipment | 8 | 0 | 3,022 |
| Other receivables | | 227,637 | 227,637 |
| Financial assets | 9 | 227,637 | 227,637 |
| Fixed assets | | 17,379,723 | 19,034,201 |
| Trade receivables | | 7,748,668 | 6,062,586 |
| Receivables from group enterprises | | 3,955,445 | 10,594,046 |
| Joint taxation contribution receivable | | 1,201,470 | 0 |
| Prepayments | | 883,858 | 836,959 |
| Receivables | | 13,789,441 | 17,493,591 |
| Cash | | 2,323,968 | 2,407,271 |
| Current assets | | 16,113,409 | 19,900,862 |
| Assets | | 33,493,132 | 38,935,063 |

Equity and liabilities

| | Notes | 2022 DKK | 2021 DKK |
|--|--------------|---------------------|---------------------|
| Contributed capital | | 125,000 | 125,000 |
| Reserve for development expenditure | | 14,045,870 | 12,370,884 |
| Retained earnings | | (1,681,297) | 4,597,729 |
| Equity | | 12,489,573 | 17,093,613 |
| Deferred tax | | 1,637,727 | 2,073,511 |
| Provisions | | 1,637,727 | 2,073,511 |
| Prepayments received from customers | | 27,900 | 0 |
| Other payables | | 1,061,630 | 1,309,291 |
| Non-current liabilities other than provisions | 10 | 1,089,530 | 1,309,291 |
| Prepayments received from customers | | 10,487,150 | 8,640,367 |
| Trade payables | | 1,795,073 | 1,735,120 |
| Payables to group enterprises | | 3,820,570 | 4,485,329 |
| Other payables | 11 | 2,173,509 | 3,597,832 |
| Current liabilities other than provisions | | 18,276,302 | 18,458,648 |
| Liabilities other than provisions | | 19,365,832 | 19,767,939 |
| Equity and liabilities | | 33,493,132 | 38,935,063 |
| Unrecognised rental and lease commitments | 12 | | |
| Contingent liabilities | 13 | | |

Statement of changes in equity for 2022

| | Contributed capital DKK | Reserve for development expenditure DKK | Retained earnings DKK | Total DKK |
|--|-------------------------------|--|-----------------------------|-------------------|
| Equity beginning of year | 125,000 | 12,370,884 | 11,197,957 | 23,693,841 |
| Corrections of material errors | 0 | 0 | (6,600,228) | (6,600,228) |
| Adjusted equity beginning of year | 125,000 | 12,370,884 | 4,597,729 | 17,093,613 |
| Transfer to reserves | 0 | 1,674,986 | (1,674,986) | 0 |
| Profit/loss for the year | 0 | 0 | (4,604,040) | (4,604,040) |
| Equity end of year | 125,000 | 14,045,870 | (1,681,297) | 12,489,573 |

Notes

1 Staff costs

| | 2022 | 2021 |
|---------------------------------------|-------------------|-------------------|
| | DKK | DKK |
| Wages and salaries | 14,373,791 | 12,957,664 |
| Pension costs | 1,224,951 | 1,080,507 |
| Other social security costs | 234,552 | 198,176 |
| Other staff costs | 676,015 | 395,187 |
| | 16,509,309 | 14,631,534 |
| Average number of full-time employees | 22 | 19 |

2 Depreciation, amortisation and impairment losses

| | 2022 | 2021 |
|---|------------------|------------------|
| | DKK | DKK |
| Amortisation of intangible assets | 3,502,878 | 3,544,516 |
| Impairment losses on intangible assets | 2,349,521 | 0 |
| Depreciation of property, plant and equipment | 3,022 | 16,628 |
| | 5,855,421 | 3,561,144 |

3 Other financial income

| | 2022 | 2021 |
|------------------------|----------------|------------------|
| | DKK | DKK |
| Other financial income | 977,398 | 1,398,685 |
| | 977,398 | 1,398,685 |

4 Other financial expenses

| | 2022 | 2021 |
|---|----------------|----------------|
| | DKK | DKK |
| Financial expenses from group enterprises | 43,323 | 32,831 |
| Other interest expenses | 7,306 | 0 |
| Other financial expenses | 328,595 | 270,473 |
| | 379,224 | 303,304 |

5 Tax on profit/loss for the year

| | 2022 DKK | 2021 DKK |
|------------------------|--------------------|------------------|
| Current tax | (1,201,470) | 0 |
| Change in deferred tax | (435,784) | (577,394) |
| | (1,637,254) | (577,394) |

6 Intangible assets

| | Completed development projects DKK |
|---|---|
| Cost beginning of year | 43,496,718 |
| Additions | 4,200,943 |
| Disposals | (5,663,124) |
| Cost end of year | 42,034,537 |
| Amortisation and impairment losses beginning of year | (24,693,176) |
| Impairment losses for the year | (2,349,521) |
| Amortisation for the year | (3,502,878) |
| Reversal regarding disposals | 5,663,124 |
| Amortisation and impairment losses end of year | (24,882,451) |
| Carrying amount end of year | 17,152,086 |

7 Development projects

Completed development projects consists of projects relating to development of software for enterprise strategy, enterprise architecture, quality control, business descriptions, risk management and management.

8 Property, plant and equipment

| | Other fixtures and fittings, tools and equipment DKK |
|---|--|
| Cost beginning of year | 2,076,861 |
| Disposals | (1,256,799) |
| Cost end of year | 820,062 |
| Depreciation and impairment losses beginning of year | (2,073,839) |
| Depreciation for the year | (3,022) |
| Reversal regarding disposals | 1,256,799 |
| Depreciation and impairment losses end of year | (820,062) |
| Carrying amount end of year | 0 |

9 Financial assets

| | Other receivables DKK |
|------------------------------------|-----------------------------|
| Cost beginning of year | 227,637 |
| Cost end of year | 227,637 |
| Carrying amount end of year | 227,637 |

10 Non-current liabilities other than provisions

| | Due after more than 12 months 2022 DKK | Outstanding after 5 years 2022 DKK |
|-------------------------------------|--|---|
| Prepayments received from customers | 27,900 | 0 |
| Other payables | 1,061,630 | 1,061,630 |
| | 1,089,530 | 1,061,630 |

11 Other payables

| | 2022 DKK | 2021 DKK |
|--|------------------|------------------|
| VAT and duties | 535,589 | 1,683,100 |
| Wages and salaries, personal income taxes, social security costs, etc. payable | 922,586 | 1,147,659 |
| Other costs payable | 715,334 | 767,073 |
| | 2,173,509 | 3,597,832 |

12 Unrecognised rental and lease commitments

| | 2022 DKK | 2021 DKK |
|--|-------------|-------------|
| Liabilities under rental or lease agreements until maturity in total | 523,044 | 498,336 |

13 Contingent liabilities

The Entity participates in a Danish joint taxation arrangement where QualiWare Holding ApS serves as the administration company. According to the joint taxation provisions of the Danish Corporation Tax Act, the Entity is therefore liable for income taxes etc for the jointly taxed entities, and for obligations, if any, relating to the withholding of tax on interest, royalties and dividend for the jointly taxed entities. The jointly taxed entities' total known net liability under the joint taxation arrangement is disclosed in the administration company's financial statements.

Accounting policies

Reporting class

This annual report has been presented in accordance with the provisions of the Danish Financial Statements Act governing reporting class B enterprises with addition of a few provisions for reporting class C.

The accounting policies applied to these financial statements are consistent with those applied last year.

Material errors in previous years

The company has found that in previous years there has been no accrual of the company's turnover. As a result, the error for previous years has been incorporated and the comparative figures have been corrected.

The amount effect for 2021 is:

The result of the adjustment to turnover of (DKK 1,850,052) and the adjustment of the deferred tax of DKK 1,861,603 are recognized in the profit/loss for the year 2021.

Equity is deducted with DKK 5,157,188 per 31.12.2021 regarding 2020.

The amount of effect for 2022 is:

Gross profit increased by DKK 8,461,831

Tax on the profit for the year has increased by DKK 1,861,603

Equity is adjusted by DKK 6,600,288

Recognition and measurement

Assets are recognised in the balance sheet when it is probable as a result of a prior event that future economic benefits will flow to the Entity, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when the Entity has a legal or constructive obligation as a result of a prior event, and it is probable that future economic benefits will flow out of the Entity, and the value of the liability can be measured reliably.

On initial recognition, assets and liabilities are measured at cost. Measurement subsequent to initial recognition is effected as described below for each financial statement item.

Anticipated risks and losses that arise before the time of presentation of the annual report and that confirm or invalidate affairs and conditions existing at the balance sheet date are considered at recognition and measurement.

Income is recognised in the income statement when earned, whereas costs are recognised by the amounts attributable to this financial year.

Income statement

Gross profit or loss

Gross profit or loss comprises revenue, changes in inventories of finished goods and work in progress, own work capitalised, other operating income, cost of raw materials and consumables and external expenses.

Revenue

Revenue from the sale of services is recognised in the income statement when delivery is made to the buyer. Revenue is recognised net of VAT, duties and sales discounts and is measured at fair value of the consideration fixed.

Revenue is accrued over the term of the contracts, and the payment is therefore recognized as prepayments.

Cost of sales

Cost of sales comprises goods consumed in the financial year measured at cost, adjusted for ordinary inventory writedowns.

Other external expenses

Other external expenses include expenses relating to the Entity's ordinary activities, including expenses for premises, stationery and office supplies, marketing costs, etc. This item also includes writedowns of receivables recognised in current assets.

Staff costs

Staff costs comprise salaries and wages, and social security contributions, pension contributions, etc for entity staff.

Depreciation, amortisation and impairment losses

Depreciation, amortisation and impairment losses relating to property, plant and equipment and intangible assets comprise depreciation, amortisation and impairment losses for the financial year, and gains and losses from the sale of intangible assets and property, plant and equipment.

Other financial income

Other financial income comprises dividends etc received on other investments, interest income, including interest income on receivables from group enterprises, net capital or exchange gains on securities, payables and transactions in foreign currencies, amortisation of financial assets, and tax relief under the Danish Tax Prepayment Scheme etc.

Other financial expenses

Other financial expenses comprise interest expenses, including interest expenses on payables to group enterprises, net capital or exchange losses on securities, payables and transactions in foreign currencies, amortisation of financial liabilities, and tax surcharge under the Danish Tax Prepayment Scheme etc.

Tax on profit/loss for the year

Tax for the year, which consists of current tax for the year and changes in deferred tax, is recognised in the income statement by the portion attributable to the profit for the year and recognised directly in equity by the portion attributable to entries directly in equity.

The Entity is jointly taxed with all Danish group enterprises. The current Danish income tax is allocated among the jointly taxed entities proportionally to their taxable income (full allocation with a refund concerning tax losses).

Balance sheet

Intellectual property rights etc.

Intellectual property rights etc comprise development projects completed and in progress with related intellectual property rights, acquired intellectual property rights and prepayments for intangible assets.

Development projects on clearly defined and identifiable products and processes, for which the technical rate of utilisation, adequate resources and a potential future market or development opportunity in the enterprise can be established, and where the intention is to manufacture, market or apply the product or process in question, are recognised as intangible assets. Other development costs are recognised as costs in the income statement as incurred. When recognising development projects as intangible assets, an amount equalling the costs incurred less deferred tax is taken to equity under Reserve for development costs that is reduced as the development projects are amortised and written down.

The cost of development projects comprises costs such as salaries and amortisation that are directly and indirectly attributable to the development projects.

Completed development projects are amortised on a straight-line basis using their estimated useful lives which are determined based on a specific assessment of each development project. If the useful life cannot be estimated reliably, it is fixed at 10 years. For development projects protected by intellectual property rights, the maximum period of amortisation is the remaining duration of the relevant rights. The amortisation periods used are 12 years.

Intellectual property rights etc. are written down to the lower of recoverable amount and carrying amount.

Property, plant and equipment

Other fixtures and fittings, tools and equipment are measured at cost less accumulated depreciation and impairment losses. Land is not depreciated.

Cost comprises the acquisition price, costs directly attributable to the acquisition and preparation costs of the asset until the time when it is ready to be put into operation.

The basis of depreciation is cost less estimated residual value after the end of useful life. Straight-line depreciation is made on the basis of the following estimated useful lives of the assets:

| | Useful life |
|--|--------------------|
| Other fixtures and fittings, tools and equipment | 3-8 years |

Estimated useful lives and residual values are reassessed annually.

Items of property, plant and equipment are written down to the lower of recoverable amount and carrying amount.

Receivables

Receivables are measured at amortised cost, usually equalling nominal value, less writedowns for bad and doubtful debts.

Joint taxation contributions receivable or payable

Current joint taxation contributions payable or joint taxation contributions receivable are recognised in the balance sheet, calculated as tax computed on the taxable income for the year, which has been adjusted for prepaid tax.

Prepayments

Prepayments comprise incurred costs relating to subsequent financial years. Prepayments are measured at cost.

Cash

Cash comprises cash in hand and bank deposits.

Deferred tax

Deferred tax is recognised on all temporary differences between the carrying amount and the tax-based value of assets and liabilities, for which the tax-based value is calculated based on the planned use of each asset. However, no deferred tax is recognised for amortisation of goodwill disallowed for tax purposes and temporary differences arising at the date of acquisition that do not result from a business combination and that do not have any effect on profit or loss or on taxable income.

Deferred tax assets, including the tax base of tax loss carryforwards, are recognised in the balance sheet at their estimated realisable value, either as a set-off against deferred tax liabilities or as net tax assets.

Deferred tax relating to retaxation of previously deducted losses in foreign subsidiaries is recognised on the basis of an actual assessment of the purpose of each subsidiary.

Other financial liabilities

Other financial liabilities are measured at amortised cost, which usually corresponds to nominal value.

Prepayments received from customers

Prepayments received from customers comprise amounts received from customers prior to delivery of the goods agreed or completion of the service agreed.