

Vice ApS

C/O Lundgrens Advokatpartnerselskab, Tuborg Boulevard 12, 4., 2900 Hellerup

CVR no. 31 27 80 82

Annual report

for the year 1 January - 31 December 2021

Approved at the Company's annual general meeting on 29 June 2022

Chair of the meeting:

Hozefa Lokhandwala

Hozefa Lokhandwala [Jun 30, 2022 10:32 EDT]

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Hozefa Shabbir Lokhandwala

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Statement by the Board of Directors and the Executive Board

Today, the Board of Directors and the Executive Board have discussed and approved the annual report of Vice ApS for the financial year 1 January - 31 December 2021.

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 of the Company at 31 December 2021 and of the results of the Company's operations for the financial year 1 January - 31 December 2021.

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

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

Copenhagen, 29 June 2022

Executive Board:

Hozefa Lokhandwala

Hozefa Lokhandwala (Jun 30, 2022 10:12 EDT)

Hozefa Shabbir
Lokhandwala
director

Board of Directors:

Hozefa Lokhandwala

Hozefa Lokhandwala (Jun 30, 2022 10:12 EDT)

Hozefa Shabbir
Lokhandwala
Chair

B.Dixon

B.Dixon (Jun 30, 2022 10:38 EDT)

Bruce Dixon

Independent auditor's report

To the shareholder of Vice ApS

Opinion

We have audited the financial statements of Vice ApS for the financial year 1 January - 31 December 2021, 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 December 2021 and of the results of its operations for the financial year 1 January - 31 December 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.

Independent auditor's report

- 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's review

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.

Odense, 29 June 2022

Deloitte
Statsautoriseret Revisionspartnerselskab
CVR no. 33 96 35 56

Gert Rasmussen
State Authorised Public Accountant
mne35430

Abdul Wahab Ashraf
State Authorised Public Accountant
mne46664

Management's review

Company details

Name	Vice ApS
Address, Postal code, City	C/O Lundgrens Advokatpartnerselskab, Tuborg Boulevard 12, 4., 2900 Hellerup
CVR no.	31 27 80 82
Established	3 January 2008
Registered office	Copenhagen
Financial year	1 January - 31 December
Board of Directors	Hozefa Shabbir Lokhandwala, Chair Bruce Dixon
Executive Board	Hozefa Shabbir Lokhandwala, director
Auditors	Deloitte Statsautoriseret Revisionspartnerselskab Tværkajen 5, 5000 Odense

Management's review

Business review

The Company's main activities are to provide services within marketing and advertising Danish market.

Unusual matters having affected the financial statements

Going concern

At 31 December 2021, the Group's current liabilities exceeds the non-fixed assets. The ultimate parent company, Vice Group Holding Inc., has confirmed that it will continue to provide the necessary financial support in order for the Company to pay its obligations as they fall due.

Further, the ultimate parent company, Vice Group Holding Inc., has confirmed that Vice ApS will not incur any losses on intercompany receivables including financial support for any impairment losses or losses incurred in connection with liquidation of the subsidiary, Vice Norway AS.

On this basis, management has prepared the financial statements under the assumption of the going concern principle.

Management expects to re-establish the share capital through Group contributions

Financial review

The income statement for 2021 shows a loss of DKK 18,952 thousand against a loss of DKK 13,916 thousand last year, and the balance sheet at 31 December 2021 shows a negative equity of DKK 24,626 thousand. Management considers the result for the year to be unsatisfactory.

The result has been affected by termination of a lease agreement and therefore the company has recognised a re-establishment obligation with a net amount of DKK 4.3 million.

The Group has liquidated its subsidiary Vice Norway during 2021 and has as of 1 January 2021 merged with two group companies, Change Incorporated Limited ApS and BOARDROOM GORILLAS ApS using the "Book-value" method, whereby comparative numbers have not been updated.

Reason for the unsatisfactory result was less production revenue from main clients. Management expects to re-establish the share capital through own earnings or contribution from the parent company.

COVID-19 has had no impact on the Company's operation during the financial year.

Events after the balance sheet date

No events materially affecting the Company's financial position have occurred subsequent to the financial year-end.

Financial statements 1 January - 31 December

Income statement

Note	DKK'000	2021	2020
	Gross profit	3,891	9,690
4	Staff costs	-15,341	-25,471
	Depreciation and impairment of property, plant and equipment	-545	-1,791
	Other operating expenses	-150	-745
	Profit/loss before net financials	-12,145	-18,317
5	Financial income	2,749	1,549
6	Financial expenses	-4,523	-392
	Profit/loss before tax	-13,919	-17,160
7	Tax for the year	-5,033	3,244
	Profit/loss for the year	-18,952	-13,916
	 Recommended appropriation of profit/loss		
	Retained earnings/accumulated loss	-18,952	-13,916
		-18,952	-13,916

Financial statements 1 January - 31 December

Balance sheet

Note	DKK'000	2021	2020
	ASSETS		
	Fixed assets		
8	Property, plant and equipment		
	Fixtures and fittings, other plant and equipment	69	737
		<u>69</u>	<u>737</u>
9	Investments		
	Investments in group enterprises	0	25
	Deposits, investments	1,028	1,028
		<u>1,028</u>	<u>1,053</u>
	Total fixed assets	<u>1,097</u>	<u>1,790</u>
	Non-fixed assets		
	Receivables		
	Trade receivables	1,032	4,192
	Work in progress	0	476
	Receivables from group enterprises	56,108	1,749
	Deferred tax assets	542	3,423
	Joint taxation contribution receivable	0	98
	Other receivables	221	31
		<u>57,903</u>	<u>9,969</u>
	Cash	536	1,805
	Total non-fixed assets	<u>58,439</u>	<u>11,774</u>
	TOTAL ASSETS	<u>59,536</u>	<u>13,564</u>

Financial statements 1 January - 31 December

Balance sheet

Note	DKK'000	2021	2020
	EQUITY AND LIABILITIES		
	Equity		
10	Share capital	125	125
	Retained earnings	-24,751	-12,937
	Total equity	-24,626	-12,812
	Liabilities other than provisions		
	Non-current liabilities other than provisions		
	Payables to group entities	778	0
	Other payables	2,336	2,373
		3,114	2,373
	Current liabilities other than provisions		
	Prepayments received from customers	0	268
	Work in progress	24	415
	Trade payables	5,385	1,340
	Payables to group enterprises	73,627	17,546
	Other payables	2,012	4,434
		81,048	24,003
	Total liabilities other than provisions	84,162	26,376
	TOTAL EQUITY AND LIABILITIES	59,536	13,564

- 1 Accounting policies
- 2 Going concern uncertainties
- 3 Special items
- 11 Contractual obligations and contingencies, etc.
- 12 Related parties

Financial statements 1 January - 31 December

Statement of changes in equity

DKK'000	Share capital	Retained earnings	Total
Equity at 1 January 2020	125	979	1,104
Transfer through appropriation of loss	0	-13,916	-13,916
Equity at 1 January 2021	125	-12,937	-12,812
Adjustment on merger	0	7,138	7,138
Transfer through appropriation of loss	0	-18,952	-18,952
Equity at 31 December 2021	125	-24,751	-24,626

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies

The annual report of Vice ApS for 2021 has been prepared in accordance with the provisions in the Danish Financial Statements Act applying to reporting class B entities and elective choice of certain provisions applying to reporting class C entities.

The accounting policies used in the preparation of the financial statements are consistent with those of last year.

Reporting currency

The financial statements are presented in Danish kroner (DKK'000).

Intra-group business combinations

The uniting-of-interests method is applied on acquisition of enterprises, mergers, demergers, contributions of assets and exchanges of shares, etc. where the enterprises concerned are controlled by same Parent, under which method the combination is considered completed at the date of acquisition without restatement of comparative figures. Under the uniting-of-interests method, the acquiree's assets and liabilities are recognised at their carrying amounts, adjusted for any differences in accounting policies and accounting estimates. The difference between the consideration agreed and the carrying amount of the acquiree is recognised in equity.

Foreign currency translation

On initial recognition, transactions denominated in foreign currencies are translated at the exchange rate at the transaction date. Foreign exchange differences arising between the exchange rates at the transaction date and the date of payment are recognised in the income statement as financial income or financial expenses.

Receivables and payables and other monetary items denominated in foreign currencies are translated at the exchange rate at the balance sheet date. The difference between the exchange rates at the balance sheet date and the date at which the receivable or payable arose or was recognised in the most recent financial statements is recognised in the income statement as financial income or financial expenses.

Income statement

Revenue

The Company has chosen IAS 18 as interpretation for revenue recognition.

Income from the rendering of services is recognised as revenue as the services are rendered. Accordingly, revenue corresponds to the market value of the services rendered during the year (percentage-of-completion method). This method is used where the total income and expenses and the degree of completion of the contract can be measured reliably.

Where income from a service contract cannot be estimated reliably, contract revenue corresponding to the expenses incurred is recognised only in so far as it is probable that such expenses will be recoverable from the counterparty.

Revenue is measured at the fair value of the agreed consideration excluding VAT and taxes charged on behalf of third parties. All discounts and rebates granted are recognised in revenue.

Gross profit

The items revenue, cost of sales, other operating income and external expenses have been aggregated into one item in the income statement called gross profit in accordance with section 32 of the Danish Financial Statements Act.

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Other operating income and operating expenses

Other operating income and operating expenses comprise items of a secondary nature relative to the Company's core activities, including gains and losses on the sale of fixed assets.

Cost of sales

Cost of sales includes the cost of goods used in generating the year's revenue.

Other external expenses

Other external expenses include the year's expenses relating to the Company's core activities, including expenses relating to distribution, sale, advertising, administration, premises, bad debts, payments under operating leases, etc.

Staff costs

Staff costs include wages and salaries, including compensated absence and pension to the Company's employees, as well as other social security contributions, etc. The item is net of refunds from public authorities.

Depreciation

The item comprises depreciation of property, plant and equipment.

The basis of depreciation, which is calculated as cost less any residual value, is depreciated on a straight line basis over the expected useful life. The expected useful lives of the assets are as follows:

Fixtures and fittings, other plant and equipment	3-5 years
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Depreciation is based on the residual value of the asset and is reduced by impairment losses, if any. The depreciation period and the residual value are determined at the acquisition date and are reassessed annually. Where the residual value exceeds the carrying amount of the asset, no further depreciation charges are recognised.

In the case of changes in the depreciation period or the residual value, the effect on the depreciation charges is recognised prospectively as a change in accounting estimates.

Financial income and expenses

Financial income and expenses are recognised in the income statement at the amounts that relate to the financial reporting period. The items comprise interest income and expenses, e.g. from group entities and associates, declared dividends from other securities and investments, financial expenses relating to finance leases, realised and unrealised capital gains and losses relating to other securities and investments, exchange gains and losses and amortisation of financial assets and liabilities.

Tax

Tax for the year includes current tax on the year's expected taxable income and the year's deferred tax adjustments. The portion of the tax for the year that relates to the profit/loss for the year is recognised in the income statement, whereas the portion that relates to transactions taken to equity is recognised in equity.

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Balance sheet

Property, plant and equipment

Items of property, plant and equipment are measured at cost less accumulated depreciation and impairment losses. Cost includes the acquisition price and costs directly related to the acquisition until the time at which the asset is ready for use.

Gains or losses are calculated as the difference between the selling price less selling costs and the carrying amount at the date of disposal. Gains and losses from the disposal of property, plant and equipment are recognised in the income statement as other operating income or other operating expenses.

Investments

Deposits are measured at amortised cost.

Investments in subsidiaries

Investments in subsidiaries and associates are measured at cost. Dividends received that exceed the accumulated earnings in the subsidiary or the associate during the period of ownership are treated as a reduction in the cost of acquisition.

Gains and losses on disposal of subsidiaries and associates are made up as the difference between the sales price and the carrying amount of net assets at the date of disposal including non-amortised goodwill and anticipated costs of disposal. Gains or losses are recognised in the income statement as financial income or financial expenses.

Impairment of fixed assets

The carrying amount of intangible assets, property, plant and equipment and investments in subsidiaries and associates is assessed for impairment on an annual basis.

Impairment tests are conducted on assets or groups of assets when there is evidence of impairment. The carrying amount of impaired assets is reduced to the higher of the net selling price and the value in use (recoverable amount).

The recoverable amount is the higher of the net selling price of an asset and its value in use. The value in use is calculated as the present value of the expected net cash flows from the use of the asset or the group of assets and the expected net cash flows from the disposal of the asset or the group of assets after the end of the useful life.

Previously recognised impairment losses are reversed when the reason for recognition no longer exists. Impairment losses on goodwill are not reversed.

Receivables

Receivables are measured at amortised cost.

The Company has chosen IAS 39 as interpretation for impairment of financial receivables.

An impairment loss is recognised if there is objective evidence that a receivable or a group of receivables is impaired. If there is objective evidence that an individual receivable has been impaired, an impairment loss is recognised on an individual basis.

Receivables in respect of which there is no objective evidence of individual impairment are tested for objective evidence of impairment on a portfolio basis. The portfolios are primarily based on the debtors' domicile and credit ratings in line with the Company's risk management policy. The objective evidence applied to portfolios is determined based on historical loss experience.

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

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

Work in progress

Service supplies and contract work in progress for third parties are measured at the market value of the work performed less progress billings. The market value is calculated based on the stage of completion at the balance sheet date and the total expected income from the relevant contract. The stage of completion is calculated based on the expenses incurred relative to the expected total expenses relating to the relevant contract.

Where the outcome of contract work in progress cannot be estimated reliably, the market value is measured at the expenses incurred in so far as they are expected to be paid by the purchaser.

Where the total expenses relating to the work in progress are expected to exceed the total market value, the expected loss is recognised as a loss-making agreement under "Provisions" and is expensed in the income statement.

The value of work in progress less progress billings is classified as assets when the selling price exceeds progress billings and as liabilities when progress billings exceed the market value.

Prepayments

Prepayments recognised under "Assets" comprise prepaid expenses regarding subsequent financial reporting years.

Cash

Cash comprise cash and short term securities which are readily convertible into cash and subject only to minor risks of changes in value.

Given the nature of the Group's cash pool arrangement, cash pool balances are not considered cash, but are recognised under "Payable to group entities".

Income taxes and deferred tax

Current tax payables and receivables are recognised in the balance sheet as the estimated income tax charge for the year, adjusted for prior-year taxes and tax paid on account.

Deferred tax is measured according to the liability method on all temporary differences between the carrying amount and the tax base of assets and liabilities. However, deferred tax is not recognised on temporary differences relating to goodwill which is not deductible for tax purposes and on office premises and other items where temporary differences, apart from business combinations, arise at the date of acquisition without affecting either profit/loss for the year or taxable income. Where alternative tax rules can be applied to determine the tax base, deferred tax is measured based on Management's intended use of the asset or settlement of the liability, respectively.

Deferred tax is measured according to the tax rules and at the tax rates applicable at the balance sheet date when the deferred tax is expected to crystallise as current tax. Deferred tax assets are recognised at the expected value of their utilisation; either as a set-off against tax on future income or as a set-off against deferred tax liabilities in the same legal tax entity. Changes in deferred tax due to changes in the tax rate are recognised in the income statement.

Other payables

Other payables are measured at net realisable value.

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Prepayments received from customers

Prepayments received from customers is measured at amortised costs.

Financial statements 1 January - 31 December

Notes to the financial statements

2 Going concern uncertainties

At 31 December 2021, the Group's current liabilities exceeds the non-fixed assets. The ultimate parent company, Vice Group Holding Inc., has confirmed that it will continue to provide the necessary financial support in order for the Company to pay its obligations as they fall due.

Further, the ultimate parent company, Vice Group Holding Inc., has confirmed that Vice ApS will not incur any losses on intercompany receivables including financial support for any impairment losses or losses incurred in connection with liquidation of the subsidiary, Vice Norway AS.

On this basis, management has prepared the financial statements under the assumption of the going concern principle.

3 Special items

As a result of termination of a lease agreement the company has recognized a re-establishment obligation with a net amount of DKK 4.3 million which is presented under gross profit.

DKK'000	2021	2020
4 Staff costs		
Wages/salaries	14,817	23,917
Pensions	1,055	2,296
Other social security costs	215	254
Other staff costs	-746	-996
	<u>15,341</u>	<u>25,471</u>
Average number of full-time employees	<u>25</u>	<u>47</u>
5 Financial income		
Interest receivable, Group entities	0	1
Other interest income	0	51
Exchange gains	2,749	1,497
	<u>2,749</u>	<u>1,549</u>
6 Financial expenses		
Interest expenses, Group entities	786	43
Other interest expenses	130	327
Exchange losses	3,607	22
	<u>4,523</u>	<u>392</u>
DKK'000	2021	2020
7 Tax for the year		
Deferred tax adjustments in the year	5,033	-1,972
Tax adjustments, prior years	0	-1,174
Refund in joint taxation	0	-98
	<u>5,033</u>	<u>-3,244</u>

Financial statements 1 January - 31 December

Notes to the financial statements

8 Property, plant and equipment

DKK'000	<u>Fixtures and fittings, other plant and equipment</u>
Cost at 1 January 2021	8,437
Additions	28
Disposals	-1,245
Cost at 31 December 2021	<u>7,220</u>
Impairment losses and depreciation at 1 January 2021	7,700
Depreciation	545
Reversal of accumulated depreciation and impairment of assets disposed	-1,094
Impairment losses and depreciation at 31 December 2021	<u>7,151</u>
Carrying amount at 31 December 2021	<u>69</u>
Depreciated over	<u>3-5 years</u>

9 Investments

DKK'000	<u>Investments in group enterprises</u>	<u>Deposits, investments</u>	<u>Total</u>
Cost at 1 January 2021	25	1,028	1,053
Disposals	-25	0	-25
Cost at 31 December 2021	<u>0</u>	<u>1,028</u>	<u>1,028</u>
Carrying amount at 31 December 2021	<u>0</u>	<u>1,028</u>	<u>1,028</u>

Financial statements 1 January - 31 December

Notes to the financial statements

10 Share capital

The Company's share capital has remained DKK 125 thousand over the past 5 years.

11 Contractual obligations and contingencies, etc.

Other financial obligations

Other rent and lease liabilities:

DKK'000	2021	2020
Rent and lease liabilities	1,014	4,251

12 Related parties

Information about consolidated financial statements

Parent	Domicile	Requisitioning of the parent company's consolidated financial statements
Vice Group Holding Inc.	New York, USA	49 South 2nd st., Brooklyn 11241 NY, USA

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Abdul Wahab Ashraf

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