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Learningbank A/S

Støberigade 14 2450 Copenhagen SV CVR No. 32353606

Annual report 2021

The Annual General Meeting adopted the annual report on 24.06.2022

Lars Henning Brammer Chairman of the General Meeting

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Entity details

Entity

Learningbank A/S Støberigade 14 2450 Copenhagen SV

Business Registration No.: 32353606 Registered office: Copenhagen Financial year: 01.01.2021 - 31.12.2021

Board of Directors

Jens Schrøder, Chairman Lars Henning Brammer Jens-Erik Arenfeldt Mette Hybschmann

Executive Board

Stine Schulz, CEO Katrine Schelbli, COO

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 Learningbank A/S for the financial year 01.01.2021 - 31.12.2021.

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 31.12.2021 and of the results of its operations for the financial year 01.01.2021 - 31.12.2021.

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.

Copenhagen, 24.06.2022

Executive Board

Stine Schulz CEO Katrine Schelbli COO

Board of Directors

Jens Schrøder Chairman **Lars Henning Brammer**

Jens-Erik Arenfeldt

Mette Hybschmann

Independent auditor's report

To the shareholders of Learningbank A/S

Opinion

We have audited the financial statements of Learningbank A/S for the financial year 01.01.2021 - 31.12.2021, 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 31.12.2021 and of the results of its operations for the financial year 01.01.2021 - 31.12.2021 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.

Copenhagen, 24.06.2022

Deloitte Statsautoriseret Revisionspartnerselskab CVR No. 33963556

Claus Jorch Andersen State-Authorised Public Accountant Identification No (MNE) mne33712 Anders Theilgaard Iversen State-Authorised Public Accountant Identification No (MNE) mne47797

Management commentary

Primary activities

Learningbank's main activity is developing and bringing to market the Company's digital learning solutions, which comprise Learningbank's proprietary learning lifecycle platform and learning modules for the platform's learning store. Learningbank's business model is based on a SaaS-model for both the learning lifecycle platform and learning modules. Further, Learningbank offers selected professional services around digital learning solutions to customers. All solutions and the business model are developed and centered around our purpose.

Vision: We want to make people happier by making them better.

Mission: By creating the world's best Digital Learning Enabler, we will enable companies to provide the best learning experiences that make real impact on people and businesses.

Our ambition is to make learning relevant, fun, accessible and highly effective. We work to achieve this by creating learning journeys that increase user motivation and enhance transfer of knowledge. Learningbank supports the employee's entire learning lifecycle.

Development in activities and finances

Again in 2021, Learningbank has completed large investments in the development of both our learning lifecycle platform and learning modules for this. Further, an expansion of sales and marketing initiatives in Denmark and internationally have been completed.

In 2021, Learningbank expanded its market presence in Denmark and the Nordics and grew number of customers to c. 170 with +200,000 active users on the Learning Lifecycle Platform. Annual Recurring Revenue grew with +50%.

The financial results for the year show a net loss of DKK 10,781 thousand and a total equity of DKK 18,774 thousand. The financial results are in accordance with expectations.

Uncertainty relating to recognition and measurement

The value of the recognised development projects depends on the Company's ability to continue developing the learning lifecycle platform and learning modules as well as attracting enough customers, who through the platform generate positive earnings that could yield the total investment. Management believes that the Company will succeed in doing so in the coming years.

Unusual circumstances affecting recognition and measurement

Changes in accounting estimates

In previous financial years, development projects regarding the learning lifecycle platform have been amortised over a period of 15 years. In the financial statements for 2021, the amortisation period has been changed from 15 to 10 years for development projects regarding the learning lifecycle platform. This amortisation period is truer and fairer based on the current value decrease of the development projects. The changed accounting estimate has a negative effect of DKK 1,344 thousand on profit before tax and a corresponding effect on the value of the development projects.

Outlook

In 2022, Learningbank will continue investing in the continuous development of the Learning Lifecycle Platform. Further, the company will continue the expansion in Denmark, the Nordics and selected international markets. Continuous investments and our growth ambitions will continue to impact the financial result for 2022, which is expected to show a net profit in line with the result for 2021.

Events after the balance sheet date

No events have occurred after the balance sheet date to this date, which would influence the evaluation of this annual report.

Income statement for 2021

		2021	2020
	Notes	DKK	DKK
Gross profit/loss	2	10,607,638	13,698,943
Staff costs	3	(16,261,153)	(12,544,784)
Depreciation, amortisation and impairment losses	4	(6,341,596)	(3,498,531)
Operating profit/loss		(11,995,111)	(2,344,372)
Other financial income		7,038	4,295
Other financial expenses		(1,607,027)	(1,819,135)
Profit/loss before tax		(13,595,100)	(4,159,212)
Tax on profit/loss for the year		2,813,689	1,565,940
Profit/loss for the year		(10,781,411)	(2,593,272)
Proposed distribution of profit and loss			
Retained earnings		(10,781,411)	(2,593,272)
Proposed distribution of profit and loss		(10,781,411)	(2,593,272)

Balance sheet at 31.12.2021

Assets

		2021	2020
	Notes	DKK	DKK
Completed development projects	6	39,099,417	36,531,077
Intangible assets	5	39,099,417	36,531,077
Other fixtures and fittings, tools and equipment		115,495	0
Leasehold improvements		141,044	142,811
Property, plant and equipment	7	256,539	142,811
Deposits		740,477	704,218
Financial assets	8	740,477	704,218
Fixed assets		40,096,433	37,378,106
Trade receivables		5,269,016	4,219,969
Income tax receivable		1,947,868	2,189,763
Prepayments		24,740	92,957
Receivables		7,241,624	6,502,689
Cash		12,710,294	1,123,502
Current assets		19,951,918	7,626,191
Assets		60,048,351	45,004,297

Equity and liabilities

	Notes	2021 DKK	2020 DKK
Contributed capital	Hotes	948,455	713,572
Reserve for development expenditure		30,497,544	28,494,239
Retained earnings		(12,671,742)	(25,619,737)
Equity		18,774,257	3,588,074
Deferred tax		5,015,717	5,881,538
Provisions		5,015,717	5,881,538
Convertible and dividend-yielding debt instruments		0	6,450,314
Other payables		15,670,336	14,329,107
Non-current liabilities other than provisions	9	15,670,336	20,779,421
Current portion of non-current liabilities other than provisions	9	3,037,022	1,177,869
Trade payables		375,641	555,795
Other payables	10	7,072,719	5,318,039
Deferred income		10,102,659	7,703,561
Current liabilities other than provisions		20,588,041	14,755,264
Liabilities other than provisions		36,258,377	35,534,685
Equity and liabilities		60,048,351	45,004,297
Uncertainty relating to recognition and measurement	1		
Unrecognised rental and lease commitments	11		
Contingent liabilities	12		
Assets charged and collateral	13		

Statement of changes in equity for 2021

	Contributed capital DKK	Share premium DKK	Reserve for development expenditure DKK	Retained earnings DKK	Total DKK
Equity beginning of year	713,572	0	28,494,239	(25,619,737)	3,588,074
Increase of capital	234,883	26,680,330	0	0	26,915,213
Transferred from share premium	0	(26,680,330)	0	26,680,330	0
Costs related to equity transactions	0	0	0	(947,619)	(947,619)
Transfer to reserves	0	0	2,003,305	(2,003,305)	0
Profit/loss for the year	0	0	0	(10,781,411)	(10,781,411)
Equity end of year	948,455	0	30,497,544	(12,671,742)	18,774,257

For the purpose of offering incentive pay in the form of share options, the Company's Board of Directors is authorised for the period until 31 December 2023 once or several times to increase the Company's share capital with up to nominally 49,950 shares in total without pre-emption right for the Company's shareholders. The authorisation empowers the Board of Directors to determine the terms for the granted share options, including the exercise price.

Notes

1 Uncertainty relating to recognition and measurement

The value of the recognised development projects depends on the Company's ability to continue developing the learning lifecycle platform and learning modules as well as attracting enough customers, who through the platform generate positive earnings that could yield the total investment. Management believes that the Company will succeed in doing so in the coming years.

2 Gross profit/loss

The item "Gross profit/loss" includes wage compensation of DKK 102,808 (2020: DKK 1,778,090) paid to companies in financial crisis due to COVID-19. The Company received the wage compensation for having repatriated employees when the authorities introduced restrictions to reduce the spread of COVID-19.

3 Staff costs

	2021	2020
	DKK	DKK
Wages and salaries	20,337,645	18,971,435
Pension costs	1,895,766	1,089,073
Other social security costs	133,862	85,207
Other staff costs	194,612	145,734
	22,561,885	20,291,449
Staff costs classified as assets	(6,300,732)	(7,746,665)
	16,261,153	12,544,784
Average number of full-time employees	39	38
4 Depreciation, amortisation and impairment losses		
	2021	2020
	DKK	DKK
Amortisation of intangible assets	6,285,607	3,468,173
Depreciation of property, plant and equipment	55,989	30,358
	6,341,596	3,498,531

5 Intangible assets

	Completed development projects
	DKK
Cost beginning of year	43,338,389
Additions	8,853,947
Cost end of year	52,192,336
Amortisation and impairment losses beginning of year	(6,807,312)
Amortisation for the year	(6,285,607)
Amortisation and impairment losses end of year	(13,092,919)
Carrying amount end of year	39,099,417

6 Development projects

The development projects comprise digital development of a digital learning lifecycle platform and learning modules with training courses which the Company uses in its operations. The platform is used by the Company's customers. The learning lifecycle platform and learning modules are continuously further developed, and the projects are continuously completed and put to use, after which amortisation is commenced.

With reference to section 83(2) of the Danish Financial Statement Act, deferred tax is set off against the capitalised costs for development projects in the reserve for development costs under equity.

7 Property, plant and equipment

	Other fixtures and fittings,	
	tools and	Leasehold
	equipment	improvements
	DKK	DKK
Cost beginning of year	0	351,652
Additions	131,700	38,017
Disposals	0	(178,483)
Cost end of year	131,700	211,186
Depreciation and impairment losses beginning of year	0	(208,841)
Depreciation for the year	(16,205)	(39,784)
Reversal regarding disposals	0	178,483
Depreciation and impairment losses end of year	(16,205)	(70,142)
Carrying amount end of year	115,495	141,044

8 Financial assets

	Deposits
	DKK
Cost beginning of year	704,218
Additions	36,259
Cost end of year	740,477
Carrying amount end of year	740,477

9 Non-current liabilities other than provisions

			Due after		
	Due within 12 months 2021 DKK	Due within 12 months 2020 DKK	more than 12 months 2021 DKK	Outstanding after 5 years 2021 DKK	
Other payables	3,037,022	1,177,869	15,670,336	117,223	
	3,037,022	1,177,869	15,670,336	117,223	

10 Other payables

	2021	2020
	DKK	DKK
VAT and duties	1,179,105	2,044,621
Wages and salaries, personal income taxes, social security costs, etc payable	1,055,401	2,011,573
Holiday pay obligation	655,345	686,014
Other costs payable	4,182,868	575,831
	7,072,719	5,318,039
11 Unrecognised rental and lease commitments		
	2021	2020
	DKK	DKK

5,176,513

6,839,000

12 Contingent liabilities

Liabilities under rental or lease agreements until maturity in total

Each of the loans contains the right for Vækstfonden to receive extra payments based on a performance scheme and/or an exit-scheme defined in the loan agreements. The exit scheme payments consist of an amount equal to 5% of the added value of the Company, however capped at 20% of the principal amount of each loan (DKK 5,0 million, 2,3 million, 2,7 million, 2,0 million and 3,0 million in total DKK 15,0 million). All exit and performance scheme payments in aggregate are covered by the cap maxed at 3,0 million.

13 Assets charged and collateral

As security for debt obtained from Vækstfonden, a company charge amounting to DKK 14,900 thousand has been provided, and as security for debt obtained from Danske Bank, a company charge amounting to DKK 2,000 thousand has been provided. The security includes goodwill, intangible assets, operating equipment and fixtures and trade receivables.

The carrying amount is DKK 44,645 thousand (2020: 40,751 thousand).

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.

Changes in accounting policies

The Company has changed its accounting policies regarding the presentation of capitalisation of staff costs.

An amount of DKK 5,746 thousand has been reclassified. Consequently, the figures previously offset under "Gross profit" in the future will be recognised under "staff costs". The change in classification has no effect on the net profit or loss for the current financial year and the previous financial year. The reason for the reclassification is to give a true picture of the split between capitalised external costs and staff costs.

The comparative figures have been restated following the change in accounting policies.

Apart from the areas mentioned above, the annual report has been presented applying the accounting policies consistent with last year.

Changes in accounting estimates

In previous financial years, development projects regarding the learning lifecycle platform have been amortised over a period of 15 years. In the financial statements for 2021, the amortisation period has been changed from 15 to 10 years for development projects regarding the learning lifecycle platform. This amortisation period is truer and fairer based on the current value decrease of the development projects. The changed accounting estimate has a negative effect of DKK 1,344 thousand on profit before tax and a corresponding effect on the value of the development projects.

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.

Foreign currency translation

On initial recognition, foreign currency transactions are translated applying the exchange rate at the transaction date. Receivables, payables and other monetary items denominated in foreign currencies that have not been settled at the balance sheet date are translated using the exchange rate at the balance sheet date. Exchange differences that arise between the rate at the transaction date and the rate in effect at the payment date, or the rate at the balance sheet date, are recognised in the income statement as financial income or financial expenses. Property, plant and equipment, intangible assets, inventories and other non-monetary assets that have been purchased in foreign currencies are translated using historical rates.

Income statement

Gross profit or loss

Gross profit or loss comprises revenue, other operating income, cost of sales 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.

Other operating income

Other operating income comprises income of a secondary nature as viewed in relation to the Entity's primary activities.

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 interest income.

Other financial expenses

Other financial expenses comprise interest expenses, including payables and transactions in foreign currencies.

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.

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 in the 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.

Indirect production costs in the form of indirectly attributable staff costs and amortisation of intangible assets and depreciation of property, plant and equipment used in the development process are recognised in cost based on time spent on each project.

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 5 years for the learning modules and 10 years for the learning lifecycle platform.

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

Property, plant and equipment

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. For assets held under finance leases, cost is the lower of the asset's fair value and present value of future lease payments.

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:

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

For leasehold improvements and assets subject to finance leases, the depreciation period cannot exceed the contract period.

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.

Tax payable or receivable

Current tax payable or receivable is recognised in the balance sheet, stated as tax computed on this year's taxable income, 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.

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.

Deferred income

Deferred income comprises income received for recognition in subsequent financial years. Deferred income is measured at cost.