
Greenwave Systems ApS

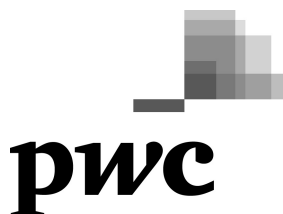
Bryggervangen 55, 4, DK-2100 København Ø

Annual Report for 1 January - 31 December 2020

CVR No 32 44 09 75

The Annual Report was
presented and adopted at
the Annual General
Meeting of the Company on
22/07 2021

Sune Wendelboe
Spiegelhauer
Chairman of the General
Meeting



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Management's Statement

The Executive Board has today considered and adopted the Annual Report of Greenwave Systems ApS for the financial year 1 January - 31 December 2020.

The Annual Report is prepared in accordance with the Danish Financial Statements Act.

In my opinion the Financial Statements give a true and fair view of the financial position at 31 December 2020 of the Company and of the results of the Company operations for 2020.

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

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

Copenhagen, 22 July 2021

Executive Board

Sune Wendelboe Spiegelhauer

Independent Auditor's Report

To the Shareholder of Greenwave Systems ApS

Opinion

In our opinion, the Financial Statements give a true and fair view of the financial position of the Company at 31 December 2020 and of the results of the Company's operations for the financial year 1 January - 31 December 2020 in accordance with the Danish Financial Statements Act.

We have audited the Financial Statements of Greenwave Systems ApS for the financial year 1 January - 31 December 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

Independent Auditor's Report

disclosures, 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.

Hellerup, 22 July 2021

PricewaterhouseCoopers

Statsautoriseret Revisionspartnerselskab

CVR No 33 77 12 31

Flemming Eghoff
State Authorised Public Accountant
mne30221

Claus Damhave
State Authorised Public Accountant
mne34166

Company Information

The Company

Greenwave Systems ApS
Bryggervangen 55, 4
DK-2100 København Ø

Telephone: + 45 69 13 23 33

CVR No: 32 44 09 75

Financial period: 1 January - 31 December

Financial year: 11st financial year

Municipality of reg. office: København

Executive Board

Sune Wendelboe Spiegelhauer

Auditors

PricewaterhouseCoopers
Statsautoriseret Revisionspartnerselskab
Strandvejen 44
DK-2900 Hellerup

Management's Review

Key activities

The main activity is to operate with development, production and distribution of technology solutions and other related activities after management's determination.

Development in the year

The income statement of the Company for 2020 shows a loss of DKK 591,599, and at 31 December 2020 the balance sheet of the Company shows equity of DKK 22,064,139.

Capital resources

We draw attention to the information in note 1.

Subsequent events

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

Income Statement

1 January - 31 December 2020

	Note	2020 DKK	2019 DKK
Gross profit/loss		11.759.019	14.544.404
Staff expenses	2	-11.609.605	-15.884.671
Depreciation, amortisation and impairment of intangible assets and property, plant and other equipment		-216.237	-347.545
Resultat før finansielle poster		-66.823	-1.687.812
Financial income	3	261.235	5.648.123
Financial expenses	4	-786.011	-2.629.485
Resultat før skat		-591.599	1.330.826
Tax on profit/loss for the year	5	0	-267.185
Net profit/loss for the year		-591.599	1.063.641

Distribution of profit

Proposed distribution of profit

Retained earnings		-591.599	1.063.641
		-591.599	1.063.641

Balance Sheet 31 December 2020

Assets

	Note	2020 DKK	2019 DKK
Software		15.057	79.782
Intangible assets	6	15.057	79.782
Other fixtures and fittings, tools and equipment		343.734	447.416
Property, plant and equipment	7	343.734	447.416
Investments in subsidiaries	8	16.170.932	0
Deposits		169.010	164.888
Fixed asset investments		16.339.942	164.888
Fixed assets		16.698.733	692.086
Receivables from group enterprises		9.925.075	185.532.809
Other receivables		232.091	418.787
Prepayments		318.225	269.962
Receivables		10.475.391	186.221.558
Cash at bank and in hand		1.194.635	219.129
Currents assets		11.670.026	186.440.687
Assets		28.368.759	187.132.773

Balance Sheet 31 December 2020

Liabilities and equity

	Note	2020 DKK	2019 DKK
Share capital		135.000	135.000
Retained earnings		21.929.139	22.520.739
Equity		22.064.139	22.655.739
Other payables		1.244.002	413.112
Long-term debt	9	1.244.002	413.112
Trade payables		744.684	1.357.609
Payables to group enterprises		480.498	159.628.395
Payables to owners and Management		768.444	695.417
Payables to group enterprises relating to corporation tax		929.849	929.849
Other payables	9	2.137.143	1.452.652
Short-term debt		5.060.618	164.063.922
Debt		6.304.620	164.477.034
Liabilities and equity		28.368.759	187.132.773
Going concern	1		
Contingent assets, liabilities and other financial obligations	10		
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Statement of Changes in Equity

	<u>Share capital</u> DKK	<u>Retained earnings</u> DKK	<u>Total</u> DKK
Equity at 1 January	135.000	22.520.738	22.655.738
Net profit/loss for the year	0	-591.599	-591.599
Equity at 31 December	135.000	21.929.139	22.064.139

Notes to the Financial Statements

1 Going concern

As at 31 December 2020 the Company's equity is positive with DKK 22.1 million, however, based on the group setup the Company is dependent on the generation of sufficient liquidity in the Parent Company in the US.

The Group has had a significant decline in revenue since 2017 due to the loss of contracts with a large customer. During 2018 to 2020 the Group significantly reduced the operating expenses to bring them in line with revenue expectation going forward.

As of the issuance date of these Financial Statements, the Parent Company in the US has forecasted that the Group will have sufficient with cash until Q2 2022. The forecast is based on current sales agreement, but also projected sales, where agreements have not been signed yet. At the same time the Group will in Q3 and Q4 2021 enter into negotiations with the Group's current investors and potential new investors about contribution of capital, making financing available for the continued operations of the Group. No binding capital or financing agreements have been entered into at this point.

Based on the above it is Management's expectation that the Parent Company will have sufficient with cash to operate for the remaining of 2021 and resume negotiations with current and potential investors. Management therefore submits and approve the annual report for 2020 on assumption of going concern.

	<u>2020</u> DKK	<u>2019</u> DKK
2 Staff expenses		
Wages and salaries	11.532.574	15.651.464
Other social security expenses	<u>77.031</u>	<u>233.207</u>
	<u>11.609.605</u>	<u>15.884.671</u>
Average number of employees	<u>17</u>	<u>19</u>

3 Financial income

Interest received from group enterprises	261.235	2.594.693
Exchange gains	<u>0</u>	<u>3.053.430</u>
	<u>261.235</u>	<u>5.648.123</u>

Notes to the Financial Statements

	2020 <u>DKK</u>	2019 <u>DKK</u>
4 Financial expenses		
Interest paid to group enterprises	272.760	2.527.650
Other financial expenses	81.440	101.835
Exchange loss	431.811	0
	<u>786.011</u>	<u>2.629.485</u>
5 Tax on profit/loss for the year		
Current tax for the year	<u>0</u>	<u>267.185</u>
	<u>0</u>	<u>267.185</u>
6 Intangible assets		<u>Software</u>
		<u>DKK</u>
Cost at 1 January		<u>350.353</u>
Cost at 31 December		<u>350.353</u>
Impairment losses and amortisation at 1 January		270.571
Amortisation for the year		<u>64.725</u>
Impairment losses and amortisation at 31 December		<u>335.296</u>
Carrying amount at 31 December		<u>15.057</u>

Notes to the Financial Statements

7 Property, plant and equipment

	Other fixtures and fittings, tools and equipment
	DKK
Cost at 1 January	2.538.594
Additions for the year	<u>47.751</u>
Cost at 31 December	<u>2.586.345</u>
Impairment losses and depreciation at 1 January	2.091.099
Depreciation for the year	<u>151.512</u>
Impairment losses and depreciation at 31 December	<u>2.242.611</u>
Carrying amount at 31 December	<u>343.734</u>

	2020	2019
	DKK	DKK
8 Investments in subsidiaries		
Cost at 1 January	0	0
Additions for the year	<u>16.170.932</u>	<u>0</u>
Carrying amount at 31 December	<u>16.170.932</u>	<u>0</u>

9 Long-term debt

Payments due within 1 year are recognised in short-term debt. Other debt is recognised in long-term debt.

The debt falls due for payment as specified below:

Other payables

After 5 years	<u>1.244.002</u>	<u>413.112</u>
Long-term part	1.244.002	413.112
Other short-term payables	<u>2.137.143</u>	<u>1.452.652</u>
	<u>3.381.145</u>	<u>1.865.764</u>

Notes to the Financial Statements

	2020 DKK	2019 DKK
10 Contingent assets, liabilities and other financial obligations		
Rental and lease obligations		
Lease obligations, period of terminability 29 months (2019: 41 months)	1.289.413	1.822.963

Other contingent liabilities

The group companies are jointly and severally liable for tax on the jointly taxed incomes etc of the Group. The total amount of corporation tax payable is disclosed in the Annual Report of Greenwave Denmark Holding apS, which is the management company of the joint taxation purposes. Moreover, the group companies are jointly and severally liable for Danish withholding taxes by way of dividend tax, tax on royalty payments and tax on unearned income. Any subsequent adjustments of corporation taxes and withholding taxes may increase the Company's liability.

11 Related parties

Consolidated Financial Statements

The Company is included in the Group Annual Report of the Parent Company

Name	Place of registered office
Greenwave Denmark Holding ApS	Copenhagen

Notes to the Financial Statements

12 Accounting Policies

The Annual Report of Greenwave Systems ApS for 2020 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 2020 are presented in DKK.

Consolidated financial statements

With reference to section 110 of the Danish Financial Statements Act, no consolidated financial statements are prepared.

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.

Translation policies

Transactions in foreign currencies are translated at the exchange rates at the dates of transaction. Exchange differences arising due to differences between the transaction date rates and the rates at the dates of payment are recognised in financial income and expenses in the income statement.

Receivables, payables and other monetary items in foreign currencies that have not been settled at the balance sheet date are translated at the exchange rates at the balance sheet date. Any differences between the exchange rates at the balance sheet date and the rates at the time when the receivable or the debt arose are recognised in financial income and expenses in the income statement.

Fixed assets acquired in foreign currencies are measured at the transaction date rates.

Notes to the Financial Statements

12 Accounting Policies (continued)

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.

Cost of goods sold

Cost of goods sold comprise the raw materials and consumables consumed to achieve revenue for the year.

Other external expenses

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

Gross profit/loss

With reference to section 32 of the Danish Financial Statements Act, gross profit/loss is calculated as a summary of revenue, other operating income, cost of goods sold 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 and property, plant and equipment.

Other operating income and expenses

Other operating income and other operating expenses comprise items of a secondary nature to the main activities of the Company.

Financial income and expenses

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

Notes to the Financial Statements

12 Accounting Policies (continued)

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.

The Company is jointly taxed with other Danish group companies. The tax effect of the joint taxation is allocated to enterprises in proportion to their taxable incomes.

Balance Sheet

Intangible assets

Software and licences are measured at the lower of cost less accumulated amortisation and recoverable amount. Licences and software are amortised over the licence period; however not exceeding 5 years.

Property, plant and equipment

Property, plant and equipment are measured at cost less accumulated depreciation and less any accumulated impairment losses.

Cost comprises the cost of acquisition and expenses directly related to the acquisition up until the time when the asset is ready for use.

Depreciation based on cost reduced by any residual value is calculated on a straight-line basis over the expected useful lives of the assets, which are:

Other fixtures and fittings, tools and equipment	3-5	years
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The fixed assets' residual values are determined at nil.

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 measured at cost. Where cost exceeds the recoverable amount, write-down is made to this lower value.

Notes to the Financial Statements

12 Accounting Policies (continued)

Other fixed asset investments

Other fixed asset investments consist of deposits.

Receivables

Receivables are measured in the balance sheet at the lower of amortised cost and net realisable value, which corresponds to nominal value less provisions for bad debts.

Prepayments

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

Deferred tax assets and liabilities

Deferred income tax is measured using the balance sheet liability method in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes on the basis of the intended use of the asset and settlement of the liability, respectively.

Deferred tax assets are measured at the value at which the asset is expected to be realised, either by elimination in tax on future earnings or by set-off against deferred tax liabilities within the same legal tax entity.

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.