Shape A/S

Njalsgade 17 A, 2., DK-2300 Copenhagen S

Annual Report for 1 January - 31 December 2020

CVR No 33 03 94 68

The Annual Report was presented and adopted at the Annual General Meeting of the Company on 5 /3 2021

Christian Johan Claudi Risom Chairman of the General Meeting



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Management's Statement

The Executive Board and Board of Directors have today considered and adopted the Annual Report of Shape A/S for the financial year 1 January - 31 December 2020.

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

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

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

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

Copenhagen, 5 March 2021

Executive Board

Christian Johan Claudi Risom CEO

Board of Directors

Ole Gammelgaard Poulsen	Christian Johan Claudi Risom	Nicolas Linde
Chairman		

Philip Martin Thygesen Bruce



Independent Auditor's Report

To the Shareholders of Shape A/S

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 Shape A/S 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.



Independent Auditor's Report

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 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.



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 Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and contents of the Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events 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, 5 March 2021 **PricewaterhouseCoopers** Statsautoriseret Revisionspartnerselskab *CVR No 33 77 12 31*

Thomas Baunkjær Andersen statsautoriseret revisor mne35483 Mads Haugegaard Albrechtsen statsautoriseret revisor mne45846



Company Information

The Company	Shape A/S Njalsgade 17 A, 2. DK-2300 Copenhagen S Website: www.shape.dk
	CVR No: 33 03 94 68 Financial period: 1 January - 31 December Incorporated: 17 June 2010 Financial year: 11st financial year Municipality of reg. office: Copenhagen
Board of Directors	Ole Gammelgaard Poulsen, Chairman Christian Johan Claudi Risom Nicolas Linde Philip Martin Thygesen Bruce
Executive Board	Christian Johan Claudi Risom
Auditors	PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab Strandvejen 44 DK-2900 Hellerup



Management's Review

Key activities

As in previous years, the company's activities have consisted of business within development and sale of applications for mobile devices, both on a consultant basis and through direct sales, as well as activities related to this.

Development in the year

The income statement of the Company for 2020 shows a profit of DKK 14,223,879, and at 31 December 2020 the balance sheet of the Company shows equity of DKK 28,870,313.

Subsequent events

After the balance sheet date, the company is expected to carry out a demerger in which one of the company's business areas will be demerged into a newly formed company, which will operate the business area separately in the future.

Income Statement 1 January - 31 December

	Note	2020 DKK	2019 DKK
Gross profit/loss		76,604,673	59,387,662
Staff expenses Depreciation, amortisation and impairment of intangible assets and	1	-56,077,285	-41,180,119
property, plant and equipment	2	-1,998,696	-1,114,856
Profit/loss before financial income and expenses		18,528,692	17,092,687
Income from investments in subsidiaries		55,034	266,074
Financial income	3	64,590	60,219
Financial expenses	4	-300,635	-207,964
Profit/loss before tax		18,347,681	17,211,016
Tax on profit/loss for the year	5	-4,123,802	-3,820,595
Net profit/loss for the year		14,223,879	13,390,421

Distribution of profit

Proposed distribution of profit

	14,223,879	13,390,421
Retained earnings	6,168,845	3,124,347
Reserve for net revaluation under the equity method	55,034	266,074
Proposed dividend for the year	8,000,000	10,000,000



Balance Sheet 31 December

Assets

	Note	2020	2019
		DKK	DKK
Completed development projects		14,346,848	11,904,661
Development projects in progress		2,510,672	497,438
Intangible assets	6	16,857,520	12,402,099
Other fixtures and fittings, tools and equipment		973,594	901,182
Leasehold improvements		151,881	194,848
Property, plant and equipment	7	1,125,475	1,096,030
Investments in subsidiaries	8	1,348,949	1,298,401
Deposits	9	1,184,441	494,235
Fixed asset investments		2,533,390	1,792,636
Fixed assets	-	20,516,385	15,290,765
Trade receivables		15,862,955	15,318,527
Contract work in progress	10	124,583	99,576
Receivables from group enterprises		1,586,531	4,074,119
Other receivables		72,106	71,500
Receivables		17,646,175	19,563,722
Cash at bank and in hand		13,645,305	8,683,000
Currents assets		31,291,480	28,246,722
Assets		51,807,865	43,537,487

Balance Sheet 31 December

Liabilities and equity

	Note	2020	2019
		DKK	DKK
Share capital		500,000	500,000
Reserve for net revaluation under the equity method		1,227,291	1,176,743
Reserve for development costs		13,148,866	9,673,638
Retained earnings		5,994,156	3,300,539
Proposed dividend for the year	-	8,000,000	10,000,000
Equity		28,870,313	24,650,920
Provision for deferred tax	-	3,666,878	2,718,552
Provisions		3,666,878	2,718,552
Other payables		0	1,571,054
Long-term debt	11	0	1,571,054
Prepayments received from customers		563,191	2,099,960
Trade payables		520,314	711,089
Contract work in progress, liabilities	10	889,473	675,542
Corporation tax		3,281,933	2,955,365
Other payables	11	14,015,763	8,155,005
Short-term debt		19,270,674	14,596,961
Debt		19,270,674	16,168,015
Liabilities and equity		51,807,865	43,537,487
Contingent assets, liabilities and other financial obligations	12		
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Statement of Changes in Equity

		Reserve for				
		net revalua-				
		tion under	Reserve for		Proposed	
		the equity	development	Retained	dividend for	
	Share capital	method	costs	earnings	the year	Total
	DKK	DKK	DKK	DKK	DKK	DKK
Equity at 1 January	500,000	1,176,743	9,673,638	3,300,539	10,000,000	24,650,920
Ordinary dividend paid	0	0	0	0	-10,000,000	-10,000,000
Exchange adjustments relating to foreign						
entities	0	-4,486	0	0	0	-4,486
Development costs for the year	0	0	4,574,333	-4,574,333	0	0
Depreciation, amortisation and impairment for						
the year	0	0	-1,099,105	1,099,105	0	0
Net profit/loss for the year	0	55,034	0	6,168,845	8,000,000	14,223,879
Equity at 31 December	500,000	1,227,291	13,148,866	5,994,156	8,000,000	28,870,313

		2020	2019
1	Staff expenses	DKK	DKK
I	Stari expenses		
	Wages and salaries	55,272,196	40,548,174
	Pensions	96,000	96,000
	Other social security expenses	542,644	383,176
	Other staff expenses	166,445	152,769
		56,077,285	41,180,119
	Average number of employees	95	73
2	Depreciation, amortisation and impairment of intangible		
	assets and property, plant and equipment		
	Amortisation of intangible assets	1,409,109	731,974
	Depreciation of property, plant and equipment	589,587	382,882
		1,998,696	1,114,856
			.,,
3	Financial income		
	Interest received from group enterprises	64,590	60,219
		64,590	60,219
4	Financial expenses		
	Other financial expenses	201,636	152,988
	Exchange loss	98,999	54,976
		300,635	207,964
_	Tay on profit /loss for the year		
5	Tax on profit/loss for the year		
	Current tax for the year	3,175,476	2,848,098
	Deferred tax for the year	948,326	972,497
		4,123,802	3,820,595



6 Intangible assets

	Completed development projects	Development projects in progress
	DKK	DKK
Cost at 1 January Additions for the year	12,805,265 0	497,438 5,864,530
Transfers for the year	3,851,296	-3,851,296
Cost at 31 December	16,656,561	2,510,672
Impairment losses and amortisation at 1 January Amortisation for the year	900,604 1,409,109	0
Impairment losses and amortisation at 31 December	2,309,713	0
Carrying amount at 31 December	14,346,848	2,510,672
Amortised over	10 years	

Development projects relate to the development of software products. The remaining projects are expected to be completed during 2021. The projects proceed as planned using the resources the Management has allocated to the development. It is expected that the software will be sold in new markets and to new customers. Prior to the start of the projects, the company has investigated the need for the software with the customers and a license agreement has already been made with customers.

7 Property, plant and equipment

	Other fixtures	
	and fittings,	
	tools and	Leasehold
	equipment	improvements
	DKK	DKK
Cost at 1 January	1,981,150	214,835
Additions for the year	619,032	0
Cost at 31 December	2,600,182	214,835
Impairment losses and depreciation at 1 January	1,079,968	19,987
Depreciation for the year	546,620	42,967
Impairment losses and depreciation at 31 December	1,626,588	62,954
Carrying amount at 31 December	973,594	151,881
Depreciated over	3-5 years	3-5 years
	2020	2019
	DKK	DKK
Investments in subsidiaries		
Cost at 1 January	121,658	121,658
Cost at 31 December	121,658	121,658
Value adjustments at 1 January	1,176,743	844,097
Exchange adjustment	-4,486	66,572
Net profit/loss for the year	55,034	266,074
Value adjustments at 31 December	1,227,291	1,176,743
Carrying amount at 31 December	1,348,949	1,298,401

Investments in subsidiaries are specified as follows:

	Place of		Votes and
Name	registered office	Share capital	ownership
Shape apps GmbH	Zurich, Schweiz	CHF 20.000	100%



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9 Other fixed asset investments

	Deposits
	DKK
Cost at 1 January	494,235
Additions for the year	690,206
Cost at 31 December	1,184,441
Carrying amount at 31 December	1,184,441

10 Contract work in progress	<u>2020</u> DKK	2019 DKK
Selling price of work in progress	1,480,539	970,906
Payments received on account	-2,245,429	-1,546,872
	-764,890	-575,966
Recognised in the balance sheet as follows:		
Contract work in progress recognised in assets	124,583	99,576
Prepayments received recognised in debt	-889,473	-675,542
	-764,890	-575,966

11 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

Between 1 and 5 years	0	1,571,054
Long-term part	0	1,571,054
Other short-term payables	14,015,763	8,155,005
	14,015,763	9,726,059



	2020	2019
12 Contingent assets, liabilities and other financial obligations	DKK	DKK
Rental and lease obligations		
Lease obligations under operating leases. Total future lease payments:		
Within 1 year	1,858,063	491,735
Between 1 and 5 years	2,592,100	0
	4,450,163	491,735

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 Shape Group 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.

13 Related parties

Consolidated Financial Statements

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

Name

Shape Group ApS

Place of registered office

Njalsgade 17A, 2 2300 Copenhagen S Denmark

14 Accounting Policies

The Annual Report of Shape A/S 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.

Leases

All leases are considered operating leases. Payments made under operating leases are recognised in the income statement on a straight-line basis over the lease term.

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. Where foreign exchange transactions are considered hedging of future cash flows, the value adjustments are recognised directly in equity.



14 Accounting Policies (continued)

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.

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.

Contract work in progress (construction contracts) is recognised at the rate of completion, which means that revenue equals the selling price of the work completed for the year (percentage-of-completion method). This method is applied when total revenues and expenses in respect of the contract and the stage of completion at the balance sheet date can be measured reliably, and it is probable that the economic benefits, including payments, will flow to the Company. The stage of completion is determined on the basis of the ratio between the expenses incurred and the total expected expenses of the contract.

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

Expenses for raw materials and consumables

Expenses for raw materials and consumables 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, work on own account recognised in assets, expenses for raw materials and consumables and other external expenses.

Staff expenses

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



14 Accounting Policies (continued)

Amortisation, depreciation and impairment losses

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

Income from investments in subsidiaries

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

Financial income and expenses

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

Tax on profit/loss for the year

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

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

Balance Sheet

Intangible assets

Development projects, patents and licences

Costs of development projects comprise salaries, amortisation and other expenses directly or indirectly attributable to the Company's development activities.

Development projects that are clearly defined and identifiable and in respect of which technical feasibility, sufficient resources and a potential future market or development opportunity in the enterprise can be demonstrated, and where it is the intention to manufacture, market or use the project, are recognised as intangible assets. This applies if sufficient certainty exists that the value in use of future earnings can cover cost of sales, distribution and administrative expenses involved as well as the development costs.

Development projects that do not meet the criteria for recognition in the balance sheet are recognised as expenses in the income statement as incurred.



14 Accounting Policies (continued)

Capitalised development costs are measured at cost less accumulated amortisation and impairment losses or at a lower recoverable amount. An amount corresponding to the recognised development costs is allocated to the equity item "Reserve for development costs". The reserve comprises only development costs recognised in financial years beginning on or after 1 January 2016. The reserve is reduced by amortisation of and impairment losses on the development projects on a continuing basis.

As of the date of completion, capitalised development costs are amortised on a straight-line basis over the period of the expected economic benefit from the development work. The amortisation period is 10 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 equipment3-5yearsLeasehold improvements3-5years

Depreciation period and residual value are reassessed annually.

Impairment of fixed assets

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

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

Investments in subsidiaries

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

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



14 Accounting Policies (continued)

The total net revaluation of investments in subsidiaries is transferred upon distribution of profit to "Reserve for net revaluation under the equity method" under equity. The reserve is reduced by dividend distributed to the Parent Company and adjusted for other equity movements in the subsidiaries.

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

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.

Contract work in progress

Contract work in progress is measured at selling price of the work performed calculated on the basis of the stage of completion. The stage of completion is measured by the proportion that the contract expenses incurred to date bear to the estimated total contract expenses. Where it is probable that total contract expenses will exceed total revenues from a contract, the expected loss is recognised as an expense in the income statement.

Where the selling price cannot be measured reliably, the selling price is measured at the lower of expenses incurred and net realisable value.

Payments received on account are set off against the selling price. The individual contracts are classified as receivables when the net selling price is positive and as liabilities when the net selling price is negative.

Expenses relating to sales work and the winning of contracts are recognised in the income statement as incurred.

Equity

Dividend

Dividend distribution proposed by Management for the year is disclosed as a separate equity item.



14 Accounting Policies (continued)

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.