AIIA A/S

ARTILLERIVEJ 86, ST. TV., 2300 COPENHAGEN S

ANNUAL REPORT

1 JANUARY - 31 DECEMBER 2021

The Annual Report has been presented and adopted at the Company's Annual General Meeting on

Dirigent

CVR NO. 33 50 90 06

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## COMPANY DETAILS

| | | |
|---|---|---|
| **Company** | Aiia A/S<br>Artillerivej 86, st. tv.<br>2300 Copenhagen S | |
| | Website: | www.aiia.eu |
| | CVR No.:<br>Financial Year: | 33 50 90 06<br>1 January - 31 December |
| **Board of Directors** | James Michael Frank Wadsworth, chairman<br>Rune Mai<br>Erik Jozef Stessens | |
| **Executive Board** | Rune Mai | |
| **Auditor** | Pricewaterhousecoopers<br>Statsautoriseret Revisionspartnerselskab<br>Strandvejen 44<br>2900 Hellerup | |

**MANAGEMENT'S STATEMENT**

Today the Board of Directors and Executive Board have discussed and approved the *Annual Report* of Aiia A/S for the *financial year* 1 January - 31 December 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 Company's assets, liabilities and financial position at 31 December 2021 and of the results of the Company's operations for the *financial year* 1 January - 31 December 2021.

The Management Commentary includes in our opinion a fair presentation of the matters dealt with in the Commentary.

We recommend the *Annual Report* be approved at the Annual General Meeting.

Copenhagen,

Executive Board

Rune Mai

Board of Directors

| | | |
|---|---|---|
| James Michael Frank Wadsworth<br>Chairman | Rune Mai | Erik Jozef Stessens |

## INDEPENDENT AUDITOR'S REPORT

*To the Shareholders of Aiia 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 2021, and of the results of the Company's operations for the financial year 1 January - 31 December 2021 in accordance with the Danish Financial Statements Act.

We have audited the Financial Statements of Aiia A/S for the financial year 1 January - 31 December 2021, which comprise income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies ("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' International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code), together with the ethical requirements that are relevant to our audit of the financial statements in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion.

### 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 judgment and maintain professional skepticism 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.

**INDEPENDENT AUDITOR'S REPORT**

- 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 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.

**Statement on Management Commentary**
Management is responsible for Management Commentary.

Our opinion on the Financial Statements does not cover 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 Management Commentary and, in doing so, consider whether Management Commentary 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 Commentary provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, we conclude that 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 Management Commentary.

Hellerup,

Pricewaterhousecoopers
Statsautoriseret Revisionspartnerselskab
CVR no. 33 77 12 31

Henrik Kyhnauv

MNE no. mne40028

## MANAGEMENT COMMENTARY

### Principal activities

Aiia is a leading European open banking technology provider that offers single and secure bank account API access to banks, payments and fintech companies, and enables users to easily perform account to account payments.

The Company continues a European growth strategy, and has in 2021 increased its customer base in the Nordics, Baltics, Poland and the Netherlands, and has expanded into the UK and Ireland. 2021 became the year where Aiia expanded its open banking platform across Europe with an emphasis on quality and with the same mission: to create open banking that simply works. To mirror the European expansion the company name was changed from Nordic API Gateway to Aiia. Aiia has a European open banking infrastructure with a strong strategic focus on simplicity and compliance with local laws and regulation.

In addition to expanding the Company's position as the market leader for open banking platforms in the Nordics, the goal is to reach high quality in all European markets in close collaboration with customers. Aiia continues the launch and further development of strong products for accounting and ERP providers. Growth in the financial sector continues and includes several large Nordic banks. The Company's consumer product Spiir has continued to expand, primarily in Nordic markets but also across Europe. It now has more than 500,000 users.

In November 2021 Mastercard completed its acquisition of Aiia. Aiia further advances Mastercard's existing distribution channels, technology, data practices and global multi-rail and open banking strategy.

### Development in activities and financial and economic position

The Company will continue to launch new, secure and innovative account-to-account payment products to businesses and consumers. The strategy for Aiia is to establish a leading position in the European market for open banking data and payment initiation.

Aiia aspires to be the most trusted open banking provider by having top quality products and processes, built to scale the business in 2022 and future years to come. Aiia plans to strengthen and build out the connectivity organisation and extend its product/service range in both payment initiation and data use cases whilst at the same time continuing to ensure compliance with the required financial, regulatory, legal and privacy governance obligations.

During 2022 Aiia will transition employees, and adjust processes and tools as part of the integration into the wider Mastercard business.

### Significant events after the end of the financial year

No events have occurred after the end of the financial year of material importance for the Company's financial position.

## INCOME STATEMENT 1 JANUARY - 31 DECEMBER

| | Note | 2021<br>DKK | 2020<br>DKK |
|---|---|---|---|
| **GROSS LOSS** | | **-10.457.531** | **-8.628.957** |
| Staff costs | 1 | -7.074.085 | -6.389.952 |
| Depreciation, amortisation and impairment losses | | -7.960.642 | -4.914.968 |
| **OPERATING LOSS** | | **-25.492.258** | **-19.933.877** |
| Other financial income | | 0 | 9.073 |
| Other financial expenses | | -2.356.680 | -2.697.809 |
| **LOSS BEFORE TAX** | | **-27.848.938** | **-22.622.613** |
| Tax on profit/loss for the year | 2 | 5.046.793 | 3.704.686 |
| **LOSS FOR THE YEAR** | | **-22.802.145** | **-18.917.927** |

## PROPOSED DISTRIBUTION OF PROFIT

| | | | |
|---|---|---|---|
| Retained earnings | | -22.802.145 | -18.917.927 |
| **TOTAL** | | **-22.802.145** | **-18.917.927** |

## BALANCE SHEET AT 31 DECEMBER

| ASSETS | Note | 2021<br>DKK | 2020<br>DKK |
|---|---|---|---|
| Development projects completed |  | 46.236.956 | 25.832.664 |
| Development projects in progress and prepayments |  | 1.030.310 | 4.339.500 |
| **Intangible assets** | 3 | **47.267.266** | **30.172.164** |
| Other plant, machinery tools and equipment |  | 353.191 | 409.122 |
| **Property, plant and equipment** | 4 | **353.191** | **409.122** |
| Rent deposit and other receivables |  | 699.714 | 522.183 |
| **Financial non-current assets** | 5 | **699.714** | **522.183** |
| **NON-CURRENT ASSETS** |  | **48.320.171** | **31.103.469** |
| Trade receivables |  | 2.063.267 | 4.885.986 |
| Other receivables |  | 500.985 | 1.471.181 |
| Corporation tax receivable |  | 4.257.660 | 3.910.192 |
| Prepayments |  | 1.603.994 | 401.069 |
| **Receivables** |  | **8.425.906** | **10.668.428** |
| **Cash and cash equivalents** |  | **50.403.054** | **14.357.111** |
| **CURRENT ASSETS** |  | **58.828.960** | **25.025.539** |
| **ASSETS** |  | **107.149.131** | **56.129.008** |

## BALANCE SHEET AT 31 DECEMBER

| EQUITY AND LIABILITIES | Note | 2021<br>DKK | 2020<br>DKK |
|---|---|---|---|
| Share capital | | 2.579.442 | 1.533.165 |
| Share Premium | | 114.263.271 | 0 |
| Reserve for development costs | | 36.868.467 | 24.088.881 |
| Retained earnings | | -62.909.325 | -27.327.593 |
| **EQUITY** | | **90.801.855** | **-1.705.547** |
| Convertible and interest-bearing debt instruments | | 0 | 37.565.110 |
| Other bank debt | | 0 | 10.003.656 |
| Frozen holiday pay | | 1.926.849 | 1.850.814 |
| **Non-current liabilities** | 6 | **1.926.849** | **49.419.580** |
| Bank debt | | 0 | 29.508 |
| Trade payables | | 4.969.856 | 1.785.274 |
| Other liabilities | | 2.820.753 | 3.641.490 |
| Deferred income | | 6.629.818 | 2.958.703 |
| **Current liabilities** | | **14.420.427** | **8.414.975** |
| **LIABILITIES** | | **16.347.276** | **57.834.555** |
| **EQUITY AND LIABILITIES** | | **107.149.131** | **56.129.008** |
| **Contingencies etc.** | 7 | | |
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# EQUITY

| | Share capital | Share Premium | Reserve for development costs | Retained earnings | Total |
|---|---|---|---|---|---|
| Equity at 1 January 2021 | 1.533.165 | 0 | 24.088.881 | -27.327.594 | -1.705.548 |
| Proposed loss allocation | | | | -22.802.145 | -22.802.145 |
| **Transactions with owners** | | | | | |
| Capital increase | 1.046.277 | | | | 1.046.277 |
| **Other legal bindings** | | | | | |
| Capitalized development costs | | | 18.202.584 | -18.202.584 | 0 |
| **Transfers** | | | | | |
| Transferred premium | | 114.263.271 | | | 114.263.271 |
| Depreciations | | | -5.422.998 | 5.422.998 | 0 |
| **Equity at 31 December 2021** | **2.579.442** | **114.263.271** | **36.868.467** | **-62.909.325** | **90.801.855** |

**Own Shares**
The company's holding of own shares amounts to DKK t. 30 per 1st January 2021. Associated to own shares there is connect a purchase option for senior employees of which nom DKK t. 15 have been distributed in 2018 and nom DKK t. 15 will be awarded in 2019.

As of 31st December 2021 all the company's holding of own shares have been fully utilized.

**Incentive program - warrants**
In 2016 the company issued incentive program in warrants with a distribution right of nom DKK t. 381, where the company under certain conditions, to a preset exercise rate, was obligated to deliver shares to existing shareholders. As of 31st December 2020, nom DKK t. 381 has been granted where the subscription period runs until 22nd August 2021.

As of 31st December 2021 all previously granted warrants have been fully utilized.

In 2018, the company issued incentive program in warrants, where the company under certain conditions, it is obliged to deliver shares to board of directors, executive management and senior employees on a preset exercise rate. The program has a total distribution right of DKK t. 97, of which nom. DKK t. 93. has been granted per 31st December 2020. The subscription period for warrants granted runs until 8th March 2023.

As of 31st December 2021 all previously granted warrants have been fully utilized.

## NOTES

| | 2021 DKK | 2020 DKK | Note |
|---|---|---|---|
| **Staff costs** | | | 1 |
| Average number of employees | 43 | 40 | |
| Wages and salaries | 6.375.658 | 5.785.134 | |
| Social security costs | 306.225 | 246.638 | |
| Other staff costs | 392.202 | 358.180 | |
| | **7.074.085** | **6.389.952** | |
| **Tax on profit/loss for the year** | | | 2 |
| Calculated tax on taxable income of the year | -4.257.660 | -3.910.192 | |
| Adjustment of tax in previous years | -789.133 | 205.506 | |
| | **-5.046.793** | **-3.704.686** | |

**Intangible assets** 3

| | Development projects completed | Development projects in progress and prepayments |
|---|---|---|
| Cost at 1 January 2021 | 34.552.357 | 4.339.500 |
| Transfer | 4.339.500 | -4.339.500 |
| Additions | 23.017.354 | 1.030.310 |
| **Cost at 31 December 2021** | **61.909.211** | **1.030.310** |
| Amortisation at 1 January 2021 | 8.719.694 | 0 |
| Amortisation for the year | 6.952.561 | 0 |
| **Amortisation at 31 December 2021** | **15.672.255** | **0** |
| **Carrying amount at 31 December 2021** | **46.236.956** | **1.030.310** |

The company's development projects relate to the development of new open banking software. The development proceeds as planned and the development of basic software is completed, while significant further development of software is activated continuously after planned "sprints", which are predominantly completed within a project series of 1-3 years, with an expected lifespan of 5-10 years.

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**Property, plant and equipment** 4

| | Other plant, machinery tools and equipment |
|---|---|
| Cost at 1 January 2021 | 1.137.080 |
| Additions | 279.350 |
| **Cost at 31 December 2021** | **1.416.430** |
| Depreciation and impairment losses at 1 January 2021 | 727.958 |
| Depreciation for the year | 335.281 |
| **Depreciation and impairment losses at 31 December 2021** | **1.063.239** |
| **Carrying amount at 31 December 2021** | **353.191** |

**Financial non-current assets** 5

| | Rent deposit and other receivables |
|---|---|
| Cost at 1 January 2021 | 522.183 |
| Additions | 177.531 |
| **Cost at 31 December 2021** | **699.714** |
| **Carrying amount at 31 December 2021** | **699.714** |

**Long-term liabilities** 6

| | 31/12 2021 total liabilities | Repayment next year | Debt outstanding after 5 years | 31/12 2020 total liabilities |
|---|---|---|---|---|
| Convertible and interest-bearing debt instruments | 0 | 0 | 0 | 37.565.110 |
| Frozen holiday pay | 1.926.849 | 0 | 1.850.814 | 1.850.814 |
| | **1.926.849** | **0** | **1.850.814** | **39.415.924** |

**Contingencies etc.** 7

**Contingent liabilities**
The Company has entered into rental agreements and lease agreement with a residual liability of 4.492 DKK ('000).

**Liability in joint taxation**
The Danish companies of the Group are jointly and severally liable for tax on the Group's joint taxable in-come and for certain possible withholding taxes such as dividend tax, etc.

## NOTES

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**Consolidated Financial Statements** 8

The Company is included in the Consolidated Financial Statements of Mastercard/Europay U.K. Limited A/S the Parent Company, 10 Upper Bank Street, E14 5NP London, England.

## ACCOUNTING POLICIES

The Annual Report of Aiia A/S for 2021 has been presented in accordance with the provisions of the Danish Financial Statements Act for enterprises in reporting class B and certain provisions applying to reporting class C.

The Annual Report is prepared consistently with the accounting principles applied last year.

## INCOME STATEMENT

**Net revenue**
Net revenue from the sale of software is recognised in the Income Statement if supply and risk transfer to purchaser has taken place before the end of the year and if the income can be measured reliably and is expected to be received. The enterprise will be applying IAS 11 and IAS 18 as its basis of interpretation for the recognition of revenue.

Net revenue is recognised exclusive of VAT and less duties and discounts related to the sale.

**Gross loss**
Gross profit is calculated with reference to section 32 of the Danish Financial Statements Act as a summary of net revenue, indirect production costs, selling and distribution costs, expenses relating to real property, costs of cars and administrative expenses.

**Other external expenses**
Other external expenses include other production, sales, delivery and administrative costs, including costs of energy, marketing, premises, loss on bad debts, lease expenses, etc

**Staff costs**
Staff costs comprise wages and salaries, including holiday pay and pensions, and other costs of social security etc., for the *Company's* employees. Repayments from public authorities are deducted from staff costs.

**Financial income and expenses**
Financial income and expenses include interest income and expenses, financial expenses of finance leases, realised and unrealised gains and losses arising from securities, debt and transactions in foreign currencies, as well as charges and allowances under the tax-on-account scheme, etc. Financial income and expenses are recognised by the amounts that relate to the financial year. Interest income and expenses are calculated on amortised cost prices.

**Tax**
The tax for the year, which consists of the current tax for the year and changes in deferred tax, is recognised in the Income Statement by the share that may be attributed to the profit for the year, and is recognised directly in equity by the share that may be attributed to entries directly to equity.

## BALANCE SHEET

**Intangible fixed assets**
Patents and licences are measured at the lower of cost less accumulated amortisation and the recoverable amount. Patents are amortised over the remaining patent period and licences are amortised over the period of the agreement, however, no more than 8 years.

Development projects comprise costs, including wages and salaries, and amortisation, which directly or indirectly can be related to the Company's development activities and which fulfil the criteria for recognition in the Balance Sheet.

The accounting item is measured at the lower of the capitalised costs less accumulated amortisation and recoverable amount.

## ACCOUNTING POLICIES

Capitalised development costs are amortised on a straight-line basis over the estimated useful life after completion of the development work. The amortisation period is normally 5 years.

Intangible fixed assets are generally written down to the recoverable amount if this is lower than the carrying amount.

Profit or loss from sale of intangible fixed assets is calculated at the difference between the sales price and the carrying amount at the time of the sale. Profit and loss are recognised in the Income Statement under other operating income or other operating expenses.

**Tangible fixed assets**
Other plant, fixtures and equipment are measured at cost less accumulated depreciation and impairment losses.

The depreciation base is cost less estimated residual value after end of useful life.

The cost includes the acquisition price and costs incurred directly in connection with the acquisition until the time when the asset is ready to be used.

Straight-line depreciation is provided on the basis of an assessment of the expected useful lives of the assets and their residual value:

| | Useful life | Residual value |
|---|---|---|
| Other plant, fixtures and equipment............................................ | 3-5 years | 0-20 % |

Profit or loss on sale of tangible fixed assets is stated as the difference between the sales price less selling costs and the carrying amount at the date of sale. Profit or loss is recognised in the Income Statement as other operating income or other operating expenses.

**Fixed asset investments**
Deposits include rental deposits which are recognised and measured at cost. Deposits are not depreciated.

**Impairment of fixed assets**
The carrying amount of intangible fixed and tangible assets together with fixed assets, which are not measured at fair value,, are assessed annually for indications of impairment other than that reflected by amortisation and depreciation.

In the event of impairment indications, an impairment test is made for each asset or group of assets, respectively. If the recoverable amount is lower than the carrying amount, the asset is written down to the recoverable amount.

The recoverable amount is calculated at the higher of the capital value and the sales value less expected costs of a sale. The capital value is determined as the Company's share in the current value of the net cash flows which the subsidiary is expected to generate through its activities and from sale of assets after the end of their useful lives. A discount rate is used which reflects the risk-free market rate and the owners' minimum return on interest requirements for similar assets. The growth rate in the terminal period is determined in accordance with the standards within the industry.

**Receivables**
Receivables are measured at amortised cost which usually corresponds to nominal value. The value is written down to meet expected losses.

**Accruals, assets**
Accruals recognised as assets include costs incurred relating to the subsequent financial year.

## ACCOUNTING POLICIES

**Equity**
Share capital is recognised at the date of subscription. Uncalled share capital, including a possible share premium, is presented as a gross receivable under current assets and a capital reserve under equity.

The reserve for development costs comprises recognised development costs less related deferred tax liabilities.

The reserve cannot be used as dividends or for covering losses.

The reserve is reduced or dissolved if the recognised development costs are amortised or abandoned. This is done by direct transfer to the distributable reserves of the equity.

**Tax payable and deferred tax**
Current tax liabilities and receivable current tax are recognised in the Balance Sheet as the calculated tax on the taxable income for the year, adjusted for tax on the taxable income for previous years and taxes paid on account.

The company is jointly taxed with group-affiliated Danish companies. The current corporation tax is distributed between the jointly taxed companies in proportion to their taxable income, and with full distribution with reimbursement regarding tax losses. Receivables and payable joint tax contributions are recognized in the balance sheet under current assets and liabilities.

Deferred tax assets, including the tax value of tax loss carryforwards, are measured at the amount at which the asset is expected to be used within a reasonable number of years, either by setoff against tax on future earnings or by setoff 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 under the legislation in force on the Balance Sheet date will be applicable when the deferred tax is expected to crystallise as current tax. Any changes in the deferred tax resulting from changes in tax rates, are recognised in the income statement, except from items recognised directly in equity.

**Liabilities**
Financial liabilities are recognised at the time of borrowing by the amount of proceeds received less transaction costs. In subsequent periods, the financial liabilities are measured at amortised cost equal to the capitalised value when using the effective interest, the difference between the proceeds and the nominal value being recognised in the Income Statement over the loan period.

The amortised cost of current liabilities corresponds usually to the nominal value.

The capitalised remaining lease liability on finance lease contracts is also recognised as financial liabilities.

**Accruals, liabilities**
Accruals recognised as liabilities include payments received regarding income in subsequent years.

## ACCOUNTING POLICIES

**Foreign currency translation**
Transactions in foreign currencies are translated at the rate of exchange on the transaction date. Exchange differences arising between the rate on the transaction date and the rate on the payment date are recognised in the Income Statement as a financial income or expense.

Receivables, payables and other monetary items in foreign currencies that are not settled on the Balance Sheet date are translated at the exchange rate on the Balance Sheet date. The difference between the exchange rate on the Balance Sheet date and the exchange rate at the date when the receivables or payables come into existence recognised in the Income Statement as financial income or expenses.

Fixed assets acquired in foreign currencies are translated at the rate of exchange on the transaction date.