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Founders A/S

Skelbækgade 2, 6 th., 1717 Copenhagen

Company reg. no. 34 59 84 60

Annual report

1 January - 31 December 2023

The annual report was submitted and approved by the general meeting on the 16 May 2024.

Christoffer Galbo Chairman of the meeting

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Notes:

[•] To ensure the greatest possible applicability of this document, IAS/IFRS English terminology has been used.

[•] Please note that decimal points have not been used in the usual English way. This means that for instance DKK 146.940 means the amount of DKK 146,940, and that 23,5 % means 23.5 %.

Management's statement

Today, the Board of Directors and the Executive Board have approved the annual report of Founders A/S for the financial year 1 January - 31 December 2023.

The annual report has been prepared in accordance with the Danish Financial Statements Act.

We consider the chosen accounting policy to be appropriate, and in our opinion, the financial statements give a true and fair view of the financial position of the Company at 31 December 2023 and of the results of the Company's operations for the financial year 1 January -31 December 2023.

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

We recommend that the annual report be approved at the Annual General Meeting.

Copenhagen, 16 May 2024

Executive board

Stefano Zorzi

Simon Sylvest Rasmussen

Sebastian Oliver Nielsen Stockmarr

Joshua Karjala-Svendsen

Board of directors

Christoffer Hans Galbo

Ulrik Trolle

Stefano Zorzi

Independent auditor's report

To the Shareholders of Founders A/S

Opinion

We have audited the financial statements of Founders A/S for the financial year 1 January - 31 December 2023, which comprise a summary of significant accounting policies, income statement, balance sheet, statement of changes in equity and notes, for the Company. The financial statements are prepared under the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the financial position of the Company at 31 December 2023, and of the results of the Company's operations for the financial year 1 January - 31 December 2023 in accordance with the Danish Financial Statements Act.

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 (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 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.

Independent auditor's report

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.
- 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'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.

Independent auditor's report

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 Financial Statements Act.

Based on the work we have performed, we conclude that Management's Review is in accordance with the financial statements and has been prepared in accordance with the requirements of the Danish Financial Statement Act. We did not identify any material misstatement of Management's Review.

Copenhagen, 16 May 2024

Grant Thornton Certified Public Accountants Company reg. no. 34 20 99 36

Jacob Helly Juell-Hansen State Authorised Public Accountant mne36169 Jannik Lehmann Lausten State Authorised Public Accountant mne47799

Company information

The company	Founders A/S Skelbækgade 2, 6 th 1717 Copenhagen	
	Web site	www.founders.as
	Company reg. no. Domicile: Financial year:	34 59 84 60 Copenhagen 1 January - 31 December
Board of directors	Christoffer Hans Ga Ulrik Trolle Stefano Zorzi	lbo
Executive board	Stefano Zorzi Simon Sylvest Rasm Sebastian Oliver Nie Joshua Karjala-Sven	elsen Stockmarr
Auditors	Grant Thornton, Goo Stockholmsgade 45 2100 København Ø	dkendt Revisionspartnerselskab
Parent company	Founders Manageme	ent ApS

Management's review

Description of key activities of the company

Founders is a startup studio. We build companies from scratch and attract talented individuals to join and eventually run them. Our mission is to be synonymous with early-stage company building and the ultimate partner for the best people who want to build ambitious, innovative companies. Our partners are either Co-Founders who develop and ultimately lead companies created in our studio, or early-stage teams we invest in and work with applying our platform of expertise. At our core, we are company builders and therefore Founders is a development company rather than an investment company. The company's owners have a combined tradition of doing business with the priority of long-term value without targeted exit strategies. It is the company's aim to maintain this mindset in Founders.

In addition to Founders, the group consists of portfolio companies where technology is the common denominator.

Development in activities and financial matters

Loss from ordinary activities after tax totals TDKK -15.643 against a profit of TDKK 7.159.643 last year. Management considers the net loss for the year as expected.

Treasury shares

During the year, the company disposed of 56.857.296 treasury shares. The treasury shares were disposed at a value of TDKK 141.247. The reason for the disposal was due to a restructuring in ownership.

Events occurring after the end of the financial year

In the month of April 2024, the company has successfully completed the sale of 186,367 shares in Pleo Holding for a total amount of 15m EUR.

The annual report for Founders A/S has been presented in accordance with the Danish Financial Statements Act regulations concerning reporting class B enterprises. Furthermore, the company has decided to comply with certain rules applying to reporting class C enterprises.

The accounting policies are unchanged from last year, and the annual report is presented in DKK.

Income statement

Revenue

Revenue comprises the value of services provided during the year, including outlay for customers less VAT and price concessions directly associated with the sale.

Revenue is recognised in the income statement on the completion of sales. This is generally considered to be the case when:

- The service has been provided before the end of the financial year
- A binding sales agreement exists
- The sales price has been determined
- Payment has been received, or is anticipated with a reasonable degree of certainty.

This ensures that recognition does not take place until the total income and costs and stage of completion at the reporting date can be reliably validated and it seems probable that the economic benefits, including payments, will flow to the enterprise.

Cost of sales

Cost of sales comprises costs and consumables less discounts.

Other operating income

Other operating income comprises items of a secondary nature as regards the principal activities of the enterprise.

Other external costs

Other external costs comprise costs incurred for distribution, sales, advertising, administration, premises, loss on receivables, and operational leasing costs.

Staff costs

Staff costs include salaries and wages, including holiday allowances, pensions, and other social security costs, etc., for staff members. Staff costs are less government reimbursements.

Depreciation, amortisation, and write-down for impairment

Depreciation, amortisation, and write-down for impairment comprise depreciation, amortisation, and write-down for the year and profit and loss on the disposal of intangible and tangible assets.

Other operating costs

Other operating costs comprise items of secondary nature as regards the principal activities of the enterprise.

Financial income and expenses

Financial income and expenses are recognised in the income statement with the amounts concerning the financial year. Financial income and expenses comprise interest income and expenses, realised and unrealised gains and losses relating transactions in foreign currency, as well as surcharges and reimbursements under the advance tax scheme, etc.

Results from investments in group enterprises and participating interest

Dividend from investments in group enterprises and participating interest is recognised in the financial year in which the dividend is declared.

Tax on net profit or loss for the year

Tax for the year comprises the current income tax for the year and changes in deferred tax and is recognised in the income statement with the share attributable to the net profit or loss for the year and directly in equity with the share attributable to entries directly in equity.

The company is subject to Danish rules on compulsory joint taxation of Danish group enterprises. The company acts as an administration company in relation to the joint taxation. This means that the total Danish tax payable by the Danish consolidated companies is paid to the tax authorities by the company.

The current Danish income tax is allocated among the jointly taxed companies proportional to their respective taxable income (full allocation with reimbursement of tax losses).

Statement of financial position

Impairment loss relating to non-current assets

The carrying amount of fixed assets as well as equity investments in group enterprises og participating interest are subject to annual impairment tests in order to disclose any indications of impairment beyond those expressed by amortisation and depreciation respectively.

If indications of impairment are disclosed, impairment tests are carried out for each individual asset or group of assets, respectively. write-down for impairment is done to the recoverable amount if this value is lower than the carrying amount.

The recoverable amount is the higher value of value in use and selling price less expected selling cost. The value in use is calculated as the present value of the expected net cash flows from the use of the asset or the asset group and expected net cash flows from the sale of the asset or the asset group after the end of their useful life.

Investments

Investments in group enterprises and participating interest

Investments in group enterprises and participating interest are recognised and measured at cost. If the recoverable amount is lower than the cost price, it shall be written down for impairment to this lower value.

Other equity investments

Other equity investments are measured at cost. Write-down for impairment is done to the recoverable amount if this value is lower than the carrying amount.

Deposits

Deposits are measured at amortised cost and represent lease deposits, etc.

Receivables

Receivables are measured at amortised cost, which usually corresponds to nominal value. In order to meet expected losses, impairment takes place at the net realisable value.

Prepayments and accrued income

Prepayments and accrued income recognised under assets comprise incurred costs concerning the following financial year.

Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand.

Equity

Dividend

Dividend expected to be distributed for the year is recognised as a separate item under equity.

Income tax and deferred tax

As administration company, Founders A/S is liable to the tax authorities for the subsidiaries' corporate income taxes.

Current tax liabilities and current tax receivable are recognised in the statement of financial position as calculated tax on the taxable income for the year, adjusted for tax of previous years' taxable income and for tax paid on account.

The company is jointly taxed with consolidated Danish companies. The current corporate income tax is distributed between the jointly taxed companies in proportion to their taxable income and with full distribution with reimbursement as to tax losses. The jointly taxed companies are comprised by the Danish tax prepayment scheme.

Joint taxation contributions payable and receivable are recognised in the statement of financial position as "Tax receivables from group enterprises" or "Income tax payable to group enterprises"

Deferred tax is measured on the basis of temporary differences in assets and liabilities with a focus on the statement of financial position. Deferred tax is measured at net realisable value.

Adjustments take place in relation to deferred tax concerning elimination of unrealised intercompany gains and losses.

Deferred tax is measured based on the tax rules and tax rates applying under the legislation prevailing in the respective countries on the reporting date when the deferred tax is expected to be released as current tax. Changes in deferred tax due to changed tax rates are recognised in the income statement, except for items included directly in the equity.

Deferred tax assets, including the tax value of tax losses allowed for carryforward, are recognised at the value at which they are expected to be realisable, either by settlement against tax of future earnings or by set-off in deferred tax liabilities within the same legal tax unit. Any deferred net tax assets are measured at net realisable value.

Liabilities other than provisions

Other liabilities concerning payables to suppliers, group enterprises, and other payables are measured at amortised cost which usually corresponds to the nominal value.

Income statement 1 January - 31 December

Not	<u>e</u>	2023	2022
	Other external expenses	-3.286.633	-5.333.974
	Gross profit	-3.286.633	-5.333.974
2	Staff costs	-6.530.042	-7.915.902
	Operating profit	-9.816.675	-13.249.876
3	Income from investments in group enterprises	0	7.098.081.276
4	Other financial income	293.512	293.028
5	Gain/loss on financial assets	-4.343.937	79.389.048
6	Other financial expenses	-5.090	-3.101.847
	Pre-tax net profit or loss	-13.872.190	7.161.411.629
7	Tax on net loss for the year	-1.771.028	-1.768.820
	Net profit or loss for the year	-15.643.218	7.159.642.809
	Proposed distribution of net profit:		
	Extraordinary dividend distributed during the financial year	14.000.000	109.000.000
	Dividend for the financial year	103.000.000	0
	Transferred to retained earnings	0	7.050.642.809
	Allocated from retained earnings	-132.643.218	0
	Total allocations and transfers	-15.643.218	7.159.642.809

Balance sheet at 31 December

	Assets		
Note	-	2023	2022
	Non-current assets		
8	Investments in group enterprises	40.000	700.000
9	Investments in participating interests	78.590.540	78.590.540
10	Receivables from participating interests	7.988.000	7.988.000
11	Other financial investments	144.132.955	144.736.644
12	Other receivables	11.665.997	13.370.350
13	Deposits	0	765.390
	Total investments	242.417.492	246.150.924
	Total non-current assets	242.417.492	246.150.924
	Current assets		
	Receivables from group enterprises	2.299.653	1.385.563
	Other receivables	1.046.934	2.395.426
14	Prepayments and accrued income	19.440	30.755
	Total receivables	3.366.027	3.811.744
	Cash and cash equivalents	7.921.383	36.904.337
	Total current assets	11.287.410	40.716.081
	Total assets	253.704.902	286.867.005

Balance sheet at 31 December

All amounts in DKK.

	Equity and liabilities		
Note	2	2023	2022
	Equity		
	Contributed capital	400.000	57.257.296
15	Retained earnings	149.768.044	225.553.966
	Proposed dividend for the financial year	103.000.000	0
	Total equity	253.168.044	282.811.262
	Liabilities other than provisions Trade payables	52.594	93.411
	Trade payables	52.594	93.411
	Payables to group enterprises	37.000	0
	Other payables	447.264	3.962.332
	Total short term liabilities other than provisions	536.858	4.055.743
	Total liabilities other than provisions	536.858	4.055.743
	Total equity and liabilities	253.704.902	286.867.005

1 Uncertainties concerning recognition and measurement

16 Contingencies

Statement of changes in equity

	Contributed			Proposed dividend for the financial	
	capital	Share premium	Retained earnings	year	Total
Equity 1 January 2022	79.718.977	0	549.216.789	0	628.935.766
Cash capital increase	300.300	29.999.700	0	0	30.300.000
Retained earnings for the year	0	0	7.159.642.809	0	7.159.642.809
Distributed extraordinary					
dividend adopted during the					
financial year	0	0	-109.000.000	0	-109.000.000
Cash capital reduction	-22.761.981	-7.263.058.332	0	0	-7.285.820.313
Transferred to retained earnings	0	7.233.058.632	-7.233.058.632	0	0
Purchase of own shares	0	0	-141.247.000	0	-141.247.000
Equity 1 January 2023	57.257.296	0	225.553.966	0	282.811.262
Retained earnings for the year	0	0	-118.643.218	103.000.000	-15.643.218
Distributed extraordinary					
dividend adopted during the					
financial year	0	0	-14.000.000	0	-14.000.000
Cash capital reduction	-56.857.296	-84.389.704	0	0	-141.247.000
Transferred to retained earnings	0	84.389.704	-84.389.704	0	0
Disposal of own shares	0	0	141.247.000	0	141.247.000
-	400.000	0	149.768.044	103.000.000	253.168.044

All amounts in DKK.

1. Uncertainties concerning recognition and measurement

In the 2023 financial statements of Founders A/S the investments in group enterprises, participating interests and other financial assets comprise investments in unlisted companies within the venture environment. The book value of investment in and receivable from above mentioned investments, amount to DKK 242.417 thousand measured at cost. The valuation is associated with uncertainty as the companies are in a growth phase focusing on scaling the business rather than profit generation. Due to this, there is particular uncertainty linked to the measurement of part of these assets with a book value of DKK 34.795 thousand. The uncertainty is due to binary factors of expected success or risk of failure of the investments.

Financial assets are measured at cost less impairments. If any of the companies fail to meet expectations and get further growth investments, the value of each investment is expected to be less than book value and the investment will get impaired.

As we have no indications that any of the investments will fail, we believe that it is true and fair not to make any further impairments.

Measuring the book value of financial assets at cost less impairments, is purely a result of a prudent mindset, rather than a reflection of our expectations for the development of the assets.

		2023	2022
2.	Staff costs		
	Salaries and wages	6.665.557	7.873.123
	Other costs for social security	-135.515	42.779
		6.530.042	7.915.902
	Average number of employees	5	7
3.	Income from investments in group enterprises		
	Fair value adjustment of investment in group enterprises	0	7.098.081.276
		0	7.098.081.276

		2023	2022
4.	Other financial income		
	Interest, banks	162.027	0
	Interest, group enterprises	0	144.666
	Other financial income	93.438	148.362
	Exchange differences	38.047	0
		293.512	293.028
5.	Gain/loss on financial assets		
	Impairment loss relating to financial assets	4.343.937	82.832.259
	Gain on the sale of financial assets	0	-162.221.307
		4.343.937	-79.389.048
6.	Other financial expenses		
	Other financial costs	5.090	3.101.847
		5.090	3.101.847
7.	Tax on net loss for the year		
	Adjustment of tax for previous years	1.771.028	1.768.820
		1.771.028	1.768.820

All amounts in DKK.

		31/12 2023	31/12 2022
8.	Investments in group enterprises		
	Cost 1 January 2023	12.725.214	308.725.744
	Transfers	0	-19.054.115
	Additions during the year	40.000	96.116.509
	Disposals during the year	-12.725.214	-373.062.924
	Cost 31 December 2023	40.000	12.725.214
	Revaluations, opening balance 1 January 2023	-12.025.214	-12.021.757
	Correction of previous revaluations	0	-182.689.091
	Reversal of prior revaluations	12.025.214	182.685.634
	Write-down 31 December 2023	0	-12.025.214
	Carrying amount, 31 December 2023	40.000	700.000

Financial highlights for the enterprises according to the latest approved annual reports

	Equity interest	Equity	Results for the year
Founders Sub 1 ApS*, Copenhagen	100 %	-	
	_	0	0
	-		

*Founders Sub 1 ApS has not yet submitted the first annual report.

All amounts in DKK.

		31/12 2023	31/12 2022
9.	Investments in participating interests		
	Cost 1 January 2023	103.068.646	266.163.167
	Transfers	0	-66.978.012
	Disposals during the year	0	-96.116.509
	Cost 31 December 2023	103.068.646	103.068.646
	Revaluations, opening balance 1 January 2023	-24.478.106	-14.009.668
	Correction of previous revaluations	0	-10.468.438
	Write-down 31 December 2023	-24.478.106	-24.478.106
	Carrying amount, 31 December 2023	78.590.540	78.590.540

Financial highlights for the enterprises according to the latest approved annual reports

	Equity interest	Equity	Results for the year
LifeX ApS, Copenhagen	26,20 %	24.724.492	-11.463.594
Tailor Shaped ApS, Copenhagen	29,46 %	2.960.344	-11.621.451
Lernen ApS, Copenhagen	33,51 %	30.558.561	1.237.817
		58.243.397	-21.847.228

10. Receivables from participating interests

Carrying amount, 31 December 2023	7.988.000	7.988.000
Write-down 31 December 2023	-14.914.029	-14.914.029
Impairment loss for the year	0	-8.235.965
Write-down 1 January 2023	-14.914.029	-6.678.064
Cost 31 December 2023	22.902.029	22.902.029
Additions during the year	0	7.988.000
Cost 1 January 2023	22.902.029	14.914.029

		31/12 2023	31/12 2022
11.	Other financial investments		
	Cost 1 January 2023 Additions during the year Disposals during the year	159.255.296 2.396.311 -3.000.000	33.376.483 36.904.963 88.973.850
	Cost 31 December 2023	158.651.607	159.255.296
	Impairment 1 January 2023 Impairment loss for the year Impairment 31 December 2023	-14.518.652 0 -14.518.652	0 -14.518.652 -14.518.652
	Carrying amount, 31 December 2023	144.132.955	144.736.644
12.	Other receivables		
	Cost 1 January 2023 Additions during the year Disposals during the year Transfers	13.370.350 195.278 -1.899.631 0	21.715.513 5.993.628 -12.871.567 -1.467.224
	Cost 31 December 2023	11.665.997	13.370.350
	Carrying amount, 31 December 2023	11.665.997	13.370.350
13.	Deposits		
	Cost 1 January 2023 Additions during the year Disposals during the year Cost 31 December 2023	765.390 0 -765.390 0	708.121 57.269 0 765.390
	Carrying amount, 31 December 2023	0	765.390
14.	Prepayments and accrued income		
	Prepayments	19.440	30.755
		19.440	30.755

All amounts in DKK.

		31/12 2023	31/12 2022
15.	Retained earnings		
	Retained earnings 1 January 2023	225.553.966	549.216.789
	Retained earnings for the year	-118.643.218	7.159.642.809
	Distributed extraordinary dividend adopted during the financial		
	year	-14.000.000	-109.000.000
	Transferred from share premium	-84.389.704	-7.233.058.632
	Disposal of own shares	141.247.000	-141.247.000
		149.768.044	225.553.966

Treasury shares

During the year, the company disposed of 56.857.296 treasury shares. The treasury shares were disposed at a value of TDKK 141.247.

16. Contingencies

Joint taxation

The company acts as administration company for the group of companies subject to the Danish scheme of joint taxation and is unlimitedly, jointly, and severally liable, along with the other jointly taxed companies, to pay the total corporation tax.

The company is unlimitedly, jointly, and severally liable, along with the other jointly taxed companies, for any obligations to withhold tax on interest, royalties, and dividends.

Any subsequent adjustments of corporate taxes or withholding taxes, etc., may result in changes in the company's liabilities.