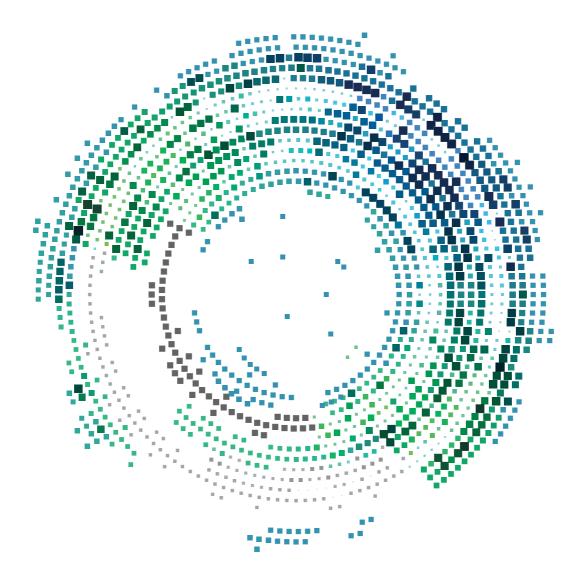
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Tattoodo ApS

Artillerivej 86, 2. 2300 København S CVR No. 34687684

Annual report 2019

The Annual General Meeting adopted the annual report on 19.06.2020



René Efraim Rechtman Chairman of the General Meeting

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Entity details

Entity

Tattoodo ApS Artillerivej 86, 2. 2300 København S

CVR No.: 34687684 Registered office: København Financial year: 01.01.2019 - 31.12.2019

Board of Directors

René Efraim Rechtman, Chairman Christian Nicholas Rosenkrantz Stadil Mik Thobo-Carlsen Errol Damelin Ulla Brockenhuus-Schack Johan Urnes Plenge Peter Alfred Warnøe

Executive Board Johan Urnes Plenge, CEO

Auditors

Deloitte Statsautoriseret Revisionspartnerselskab Weidekampsgade 6 P. O. Box 1600 0900 Copenhagen C

Statement by Management

The Board of Directors and the Executive Board have today considered and approved the annual report of Tattoodo ApS for the financial year 01.01.2019 - 31.12.2019.

The annual report is presented in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the Entity's financial position at 31.12.2019 and of the results of its operations for the financial year 01.01.2019 - 31.12.2019.

We believe that the management commentary contains a fair review of the affairs and conditions referred to therein.

We recommend the annual report for adoption at the Annual General Meeting.

Copenhagen, 17 June 2020

Executive Board

Johan Urnes Plenge CEO

Board of Directors

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René Efraim Rechtman Chairman

Mithold

Mik Thobo-Carlsen

UBSchack

Ulla Brockenhuus-Schack

Peter Alfred Warnøe

Christian Nicholas Stadil

Christian Nicholas Rosenkrantz Stadil

1.0-1

Errol Damelin

Johan Urnes Plenge

Independent auditor's report

To the shareholders of Tattoodo ApS

Opinion

We have audited the financial statements of Tattoodo ApS for the financial year 01.01.2019 -31.12.2019, which comprise the income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies. The financial statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the Entity's financial position at 31.12.2019 and of the results of its operations for the financial year 01.01.2019 - 31.12.2019 in accordance with the Danish Financial Statements Act.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the "Auditor's responsibilities for the audit of the financial statements" section of this auditor's report. We are independent of the Entity in accordance with the International Ethics Standards Board of 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.

Other matter

We have identified that the company has correctly reported tax at source (A-skat and AM-bidrag) during the financial year 2019, however that payments have not been made in timely manner. All due amounts relating to the financial year 2019 are fully paid, however there is still a risk that Danish tax authorities may hold Management responsible for not fully complying with Danish Tax legislation.

We have not modified our auditor's opinion in this regard.

Management's responsibilities for the financial statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the Danish Financial Statements Act, and for such internal control as Management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, Management is responsible for assessing the Entity's ability to continue as a going concern, for disclosing, as applicable, matters related to going concern, and for using the going concern basis of accounting in preparing the financial statements unless Management either intends to liquidate the Entity or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes

our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to
 fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence
 that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a
 material misstatement resulting from fraud is higher than for one resulting from error, as fraud may
 involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Entity's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting in
 preparing the financial statements, and, based on the audit evidence obtained, whether a material
 uncertainty exists related to events or conditions that may cast significant doubt on the Entity's ability to
 continue as a going concern. If we conclude that a material uncertainty exists, we are required to
 draw attention in our auditor's report to the related disclosures in the financial statements or, if such
 disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence
 obtained up to the date of our auditor's report. However, future events or conditions may cause the
 Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures in the notes, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Statement on the management commentary

Management is responsible for the management commentary.

Our opinion on the financial statements does not cover the management commentary, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the management commentary and, in doing so, consider whether the management commentary is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. Moreover, it is our responsibility to consider whether the management commentary provides the information required under the Danish Financial Statements Act.

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

Copenhagen, 17 June 2020

Deloitte Statsautoriseret Revisionspartnerselskab CVR No. 33963556

Henrik Wolff Mikkelsen State Authorised Public Accountant Identification No (MNE) mne33747

Management commentary

Primary activities

Tattoodo is an online community and booking platform for the global tattoo industry. The Company operates a digital marketplace that, first and foremost, facilitates a better interaction between tattoo professionals and tattoo clients. The Company offers digital services for the tattoo professionals to grow their business and a comprehensive media platform with booking functionality for tattoo clients.

Development in activities and finances

The growth trajectory from the preceding years continued in 2019. The most important user segment, Verified artists, grew 650%, and reached a point where the Company can ensure global coverage of quality artists. Transaction fees on Tattoodo bookings was introduced as a new revenue stream in 2019. Ultimo 2019, booking volume increased 3762% compared to ultimo 2018, with a monthly Gross Merchant Value in excess of DKK +22 million.

Profit/loss for the year in relation to expected developments

The Company has realized an expected loss of DKK 24.925 thousand. Management considers the loss to be acceptable, although below expectations. The Company continues to allocate significant investments for development and community expansion, as a result of our Global presence and ambitions. The Company continues to see very encouraging user growth, especially in key markets, and improvement of key user engagement metrics, so Management expect to continue to invest in market share and run with financial deficits for the coming years.

The Company received an investment during 2019 from a consortium of reputable investors, led by SEED Capital. With the investment the Company has ensured liquidity to fund the next stages of development, while bringing great competencies on-board the Board of Directors. The funding round and the caliber of investors joining the round, is a great testament to the potential and performance of the Company.

Outlook

Management focus going forward is on growing the subscription and transaction revenue further, by scaling the booking volume and introducing new products and services to increase user loyalty. The Company is still in the growth stages in terms of company maturity, so continued investments into the underlying technology as well as expansion of the team across functions is a priority. The Company and its shareholders will therefore continue to invest to solidify the position as the global market leader. Management is positive about the outlook for the Company.

Events after the balance sheet date

Due to COVID-19, studios worldwide have been forced to operate at a limited capacity or fully shut down their businesses. As governments instigated shut-downs in our core markets from March 2020, the positive trajectory the Company had been seeing in Q1 started to deteriorate. The Company chose to take actions to ensure liquidity, regardless of how and when in 2020 performance will be re-instated. Management has also taken initiatives to support our community, which has resulted in strong growth in artist subscriptions (non-paid until after Corona) – all in all, Management is positive that Tattoodo will come out of COVID-19 stronger than going into it.

Income statement for 2019

		2019	2018
	Notes	DKK	DKK
Gross profit/loss		(7,622,032)	(13,605,624)
Staff costs	1	(5,886,850)	(4,659,127)
Depreciation, amortisation and impairment losses	2	(11,787,989)	(9,436,519)
Operating profit/loss		(25,296,871)	(27,701,270)
Income from investments in group enterprises		101,759	287,348
Other financial income	3	20,817	13,271
Other financial expenses	4	(1,704,505)	(1,210,062)
Profit/loss before tax		(26,878,800)	(28,610,713)
Tax on profit/loss for the year	5	3,626,335	2,791,723
Profit/loss for the year		(23,252,465)	(25,818,990)
Proposed distribution of profit and loss			
Retained earnings		(23,252,465)	(25,818,990)
Proposed distribution of profit and loss		(23,252,465)	(25,818,990)

Balance sheet at 31.12.2019

Assets

		2019	2018
	Notes	DKK	DKK
Completed development projects	7	10,988,898	15,031,088
Intangible assets	6	10,988,898	15,031,088
Other fixtures and fittings, tools and equipment		110,325	42,628
Leasehold improvements		230,078	227,238
Property, plant and equipment	8	340,403	269,866
Investments in group enterprises		4,363,207	4,206,232
Deposits		646,175	633,179
Other financial assets	9	5,009,382	4,839,411
Fixed assets		16,338,683	20,140,365
Trade receivables		1,397,822	30,473
Other receivables		88,368	66,790
Income tax receivable		1,672,101	00,790
Prepayments		420,598	300,558
Receivables		3,578,889	397,821
Cash		12,502,943	7,201,045
Current assets		16,081,832	7,598,866
Assets		32,420,515	27,739,231

Equity and liabilities

		2019	2018
	Notes	DKK	DKK
Contributed capital	10	378,232	254,453
Reserve for net revaluation according to the equity method		304,793	126,036
Reserve for development expenditure		3,697,633	20,641,171
Retained earnings		9,883,218	(22,584,876)
Equity		14,263,876	(1,563,216)
Other payables		14,249,351	14,249,351
Non-current liabilities other than provisions	11	14,249,351	14,249,351
Trade payables		315,318	1,843,292
Payables to group enterprises		1,007,170	891,179
Other payables	12	2,584,800	12,318,625
Current liabilities other than provisions		3,907,288	15,053,096
Liabilities other than provisions		18,156,639	29,302,447
Equity and liabilities		32,420,515	27,739,231
Unrecognised rental and lease commitments	13		
Contingent liabilities	13		
Assets charged and collateral	14		

Statement of changes in equity for 2019

	Contributed capital DKK	Reserve for net revaluation according to the equity method DKK	Reserve for development expenditure DKK	Retained earnings DKK	Total DKK
Equity beginning of year	254,453	126,036	9,411,367	(11,355,072)	(1,563,216)
Increase of capital	123,779	0	0	38,777,021	38,900,800
Exchange rate adjustments	0	76,998	0	0	76,998
Transfer to reserves	0	0	(5,713,734)	5,713,734	0
Profit/loss for the year	0	101,759	0	(23,252,465)	(23,150,706)
Equity end of year	378,232	304,793	3,697,633	9,883,218	14,263,876

Notes

1 Staff costs

	2019 DKK	2018 DKK
Wages and salaries	11,441,704	11,271,436
Pension costs	143,235	140,835
Other social security costs	140,904	34,216
Other staff costs	793,397	710,166
	12,519,240	12,156,653
Staff costs classified as assets	(6,632,390)	(7,497,526)
	5,886,850	4,659,127
Average number of full-time employees	21	21
2 Depreciation, amortisation and impairment losses		
	2019 DKK	2018 DKK
Amortisation of intangible assets	11,640,119	9,275,570
Depreciation of property, plant and equipment	147,870	160,949
	11,787,989	9,436,519
3 Other financial income		
	2019	2018
	DKK	DKK
Exchange rate adjustments	20,817	13,271
	20,817	13,271
4 Other financial expenses		
	2019 DV//	2018
Evenance rate adjustments	DKK	187.400
Exchange rate adjustments	20,530	187,409
Other financial expenses	1,683,975	1,022,653
	1,704,505	1,210,062

5 Tax on profit/loss for the year

-	
DKK	DKK
(3,626,335)	(2,791,723)
(3,626,335)	(2,791,723)
	(3,626,335)

6 Intangible assets

	Completed development projects DKK
Cost beginning of year	32,734,910
Additions	7,597,929
Cost end of year	40,332,839
Amortisation and impairment losses beginning of year	(17,703,822)
Amortisation for the year	(11,640,119)
Amortisation and impairment losses end of year	(29,343,941)
Carrying amount end of year	10,988,898

7 Development projects

The Entity's development projects relate to costs incurred to the continuous improvement of an online community and booking platform for the global tattoo industry. This is the foundation of the Entity's activities and long term strategy. All projects initiated during 2019 have been copmletede and are now an integrated part of the platform. It is Management's assessment that the value of the Company primarily lies with the platform and the users of the platform and expects that the value can be recovered either through future profits or a sale of the Company or platform.

8 Property, plant and equipment

	Other fixtures and fittings, tools and equipment	Leasehold improvements
	DKK	DKK
Cost beginning of year	246,717	480,200
Additions	113,229	105,178
Cost end of year	359,946	585,378
Depreciation and impairment losses beginning of year	(204,089)	(252,962)
Depreciation for the year	(45,532)	(102,338)
Depreciation and impairment losses end of year	(249,621)	(355,300)
Carrying amount end of year	110,325	230,078

9 Financial assets

Investments in	
group	
enterprises	Deposits
DKK	DKK
4,058,414	633,179
0	12,996
4,058,414	646,175
147,818	0
76,998	0
(21,782)	0
101,759	0
304,793	0
4,363,207	646,175
	group enterprises DKK 4,058,414 0 4,058,414 147,818 76,998 (21,782) 101,759 304,793

			Equity
		Corporate	interest
Investments in subsidiaries	Registered in	form	%
Tattoodo Inc.	Delaware (USA)	Inc.	100

10 Share capital

		Nominal value	
	Number	DKK	
Ordinary shares	37,823,200	378,232	
	37,823,200	378,232	

11 Non-current liabilities other than provisions

	Due after
	more than 12
	months
	2019
	DKK
Other payables	14,249,351
	14,249,351

Non-current liabilities comprises of a loan from Vækstfonden.

12 Other payables

	2019	2018
	DKK	DKK
Wages and salaries, personal income taxes, social security costs, etc payable	413,344	379,904
Holiday pay obligation	1,146,275	1,025,080
Other costs payable	1,025,181	10,913,641
	2,584,800	12,318,625

13 Unrecognised rental and lease commitments

	2019	2018
	DKK	DKK
Liabilities under rental or lease agreements until maturity in total	460,000	613,000

14 Contingent liabilities

There are no contingent liabilities.

15 Assets charged and collateral

There are no mortgages or guarantees incumbent on the Company and the Company has no assets charged.

Accounting policies

Reporting class

This annual report has been presented in accordance with the provisions of the Danish Financial Statements Act governing reporting class B enterprises with addition of certain provisions for reporting class C.

The accounting policies applied to these financial statements are consistent with those applied last year.

Recognition and measurement

Assets are recognised in the balance sheet when it is probable as a result of a prior event that future economic benefits will flow to the Entity, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when the Entity has a legal or constructive obligation as a result of a prior event, and it is probable that future economic benefits will flow out of the Entity, and the value of the liability can be measured reliably.

On initial recognition, assets and liabilities are measured at cost. Measurement subsequent to initial recognition is effected as described below for each financial statement item.

Anticipated risks and losses that arise before the time of presentation of the annual report and that confirm or invalidate affairs and conditions existing at the balance sheet date are considered at recognition and measurement.

Income is recognised in the income statement when earned, whereas costs are recognised by the amounts attributable to this financial year.

Foreign currency translation

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

Income statement

Gross profit or loss

Gross profit or loss comprises revenue, direct costs and other external expenses.

Revenue

Revenue is recognised in the income statement when delivery is made and risk has passed to the buyer. Revenue is recognised net of VAT, duties and sales discounts and is measured at fair value of the consideration fixed.

Other operating income

Other operating income comprises income of a secondary nature as viewed in relation to the Entity's primary activities, including rental income, gains from the sale of intangible assets and property, plant and equipment and governmental grants.

Cost of sales

Cost of sales comprises costs of sales for the financial year measured at cost.

Other external expenses

Other external expenses include expenses relating to the Entity's ordinary activities, including #expenses for premises, stationery and office supplies, marketing costs, etc. This item also includes writedowns of receivables recognised in current assets.

Staff costs

Staff costs comprise salaries and wages as well as social security contributions, pension contributions, etc. for entity staff.

Depreciation, amortisation and impairment losses

Amortisation, depreciation and impairment losses relating to intangible assets comprise amortisation, depreciation and impairment losses for the financial year, calculated on the basis of the residual values and useful lives of the individual assets and impairment testing as well as gains and losses from the sale of intangible assets.

Income from investments in group enterprises

Income from investments in group enterprises comprises the pro rata share of the individual enterprises' profit/loss after full elimination of internal profits or losses.

Other financial income

Other financial income comprises dividends etc received on other investments, interest income, including interest income on receivables from group enterprises, net capital gains on payables and transactions in foreign currencies, amortisation of financial assets as well as tax relief under the Danish Tax Prepayment Scheme etc.

Other financial expenses

Other financial expenses comprise interest expenses, including interest expenses on payables to group enterprises, net capital losses on payables and transactions in foreign currencies, amortisation of financial liabilities as well as tax surcharge under the Danish Tax Prepayment Scheme etc.

Tax on profit/loss for the year

Tax for the year, which consists of current tax for the year and changes in deferred tax, is recognised in the income statement by the portion attributable to the profit for the year and recognised directly in equity by the portion attributable to entries directly in equity.

Balance sheet

Intellectual property rights etc

Development projects on clearly defined and identifiable products and processes, for which the technical rate of utilisation, adequate resources and a potential future market or development opportunity in the enterprise can be established, and where the intention is to manufacture, market or apply the product or process in question, are recognised as intangible assets. Other development costs are recognised as costs in the income statement as incurred.

Development projects are amortised on a straight-line basis using the estimated useful lives of the assets. The amortisation period is 3 years.question, are recognised as intangible assets. Other development costs are recognised as costs in the income

Property, plant and equipment

Fixtures and fittings, tools and equipment are measured at cost less accumulated depreciation and impairment losses.

Cost comprises the acquisition price, costs directly attributable to the acquisition and preparation costs of the asset until the time when it is ready to be put into operation.

The basis of depreciation is cost less estimated residual value after the end of useful life. Straight-line depreciation is made on the basis of the following estimated useful lives of the assets:

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

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

Estimated useful lives and residual values are reassessed annually.

Items of property, plant and equipment are written down to the lower of recoverable amount and carrying amount.

Investments in group enterprises

Investments in group enterprises are recognised and measured according to the equity method. This means that investments are measured at the pro rata share of the enterprises' equity value.

Group enterprises with negative equity value are measured at DKK 0. Any receivables from these enterprises are written down to net realisable value based on a specific assessment. If the Parent has a legal or constructive obligation to cover the liabilities of the relevant enterprise, and it is probable that such obligation is imminent, a provision is recognised that is measured at present value of the costs deemed necessary to incur to settle the obligation.

Upon distribution of profit or loss, net revaluation of investments in group enterprises is transferred to Reserve for net revaluation according to the equity method under equity.

Investments in group enterprises are written down to the lower of recoverable amount and carrying amount.

Receivables

Receivables are measured at amortised cost, usually equalling nominal value less writedowns for bad and doubtful debts.

Income tax payable or receivable

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

Prepayments

Prepayments comprise incurred costs relating to subsequent financial years. Prepayments are measured at

cost.

Cash

Cash comprises cash in hand and bank deposits.

Operating leases

Lease payments on operating leases are recognised on a straight-line basis in the income statement over the term of the lease.

Other financial liabilities

Other financial liabilities are measured at amortised cost, which usually corresponds to nominal value.

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DOCUMENT ID	1b83fb42c0101d481789054da81abf50eb8e7ce1
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SIGNED	06 / 19 / 2020 10:55:54 UTC	Signed by Christian Stadil (cs@thornico.com) IP: 81.27.214.236
SIGNED	06 / 19 / 2020 11:30:41 UTC	Signed by Errol Damelin (edamelin@gmail.com) IP: 109.150.41.10
SIGNED	06 / 22 / 2020 09:08:55 UTC	Signed by Peter Warnøe (pw@nordiceye.com) IP: 77.241.136.24
COMPLETED	06 / 22 / 2020 09:08:55 UTC	The document has been completed.