

**Codeable ApS**  
Strandvejen 292  
2930 Klampenborg  
Central Business Registration No  
35387730

## **Annual report 2018**

The Annual General Meeting adopted the annual report on 23.04.2019

### **Chairman of the General Meeting**

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Name: Per Esbensen

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## Entity details

### Entity

Codeable ApS  
Strandvejen 292  
2930 Klampenborg

Central Business Registration No: 35387730  
Registered in: Gentofte  
Financial year: 01.01.2018 - 31.12.2018

### Executive Board

Per Esbensen

### Auditors

Deloitte Statsautoriseret Revisionspartnerselskab  
Weidekampsgade 6  
Postboks 1600  
0900 København C

## **Statement by Management on the annual report**

The Executive Board have today considered and approved the annual report of Codeable ApS for the financial year 01.01.2018 - 31.12.2018.

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

In my opinion, the financial statements give a true and fair view of the Entity's financial position at 31.12.2018 and of the results of its operations for the financial year 01.01.2018 - 31.12.2018.

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

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

Klampenborg, 23.04.2019

**Executive Board**

Per Esbensen

# Independent auditor's report

## To the shareholders of Codeable ApS

### Opinion

We have audited the financial statements of Codeable ApS for the financial year 01.01.2018 - 31.12.2018, 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 31.12.2018 and of the results of its operations for the financial year 01.01.2018 - 31.12.2018 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.

### Material uncertainty related to going concern

We refer to note 1 in the financial statements, which show that the Company's ability to continue as going concern, are dependent on obtaining further financing. The management expects that sufficient financing can be achieved through own operation, as well as through financing from a financial institution. At the time of the presentation of the financial statements, no formal agreements have been made, but management expects that sufficient financing can be obtained, and have therefore presented the financial statements under the assumption that the company is going concern. As stated in note 1, this indicates that there is a material uncertainty related to the company's ability to continue as a going concern. Our audit opinion have not been qualified as a result of this uncertainty.

### 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

## Independent auditor's report

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.

## Independent auditor's report

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, 23.04.2019

### **Deloitte**

Statsautoriseret Revisionspartnerselskab

Central Business Registration No: 33963556

Christian Sanderhage

State Authorised Public Accountant

Identification number (MNE) mne23347

Mads Juul Hansen

State Authorised Public Accountant

Identification number (MNE) mne44386

## Management commentary

### Primary activities

The object of the Company is to operate a website which provides online outsourcing of coding assignments and to carry on all activities which the Executive Board considers related to this.

### Development in activities and finances

The income statement of the Company for 2018 shows a profit of DKK 581k, and at 31 December 2018 the balance sheet of the Company shows an equity of DKK 3.198k.

The Company's ability to continue as going concern is dependent on obtaining further financing. The management expects that sufficient financing can be achieved through own operation, as well as through financing from a financial institution. For further information we refer to note 1 in the financial statements.

### Events after the balance sheet date

No events have occurred after the balance sheet date to this date, which would influence the evaluation of this annual report.



## Income statement for 2018

	<u>Notes</u>	<u>2018 DKK</u>	<u>2017 DKK'000</u>
<b>Gross profit</b>		<b>3.271.014</b>	<b>3.770</b>
Staff costs	2	(1.142.089)	(1.147)
Depreciation, amortisation and impairment losses	3	<u>(1.432.014)</u>	<u>(764)</u>
<b>Operating profit/loss</b>		<b>696.911</b>	<b>1.859</b>
Other financial income	4	90.979	41
Other financial expenses		<u>(38.792)</u>	<u>(289)</u>
<b>Profit/loss before tax</b>		<b>749.098</b>	<b>1.611</b>
Tax on profit/loss for the year	5	<u>(168.256)</u>	<u>(381)</u>
<b>Profit/loss for the year</b>		<b><u>580.842</u></b>	<b><u>1.230</u></b>
<b>Proposed distribution of profit/loss</b>			
Retained earnings		<u>580.842</u>	<u>1.230</u>
		<b><u>580.842</u></b>	<b><u>1.230</u></b>

## Balance sheet at 31.12.2018

	<u>Notes</u>	<u>2018 DKK</u>	<u>2017 DKK'000</u>
Completed development projects		5.097.740	2.117
Goodwill		0	15
Development projects in progress		2.739.192	4.398
<b>Intangible assets</b>	6	<b><u>7.836.932</u></b>	<b><u>6.530</u></b>
<b>Fixed assets</b>		<b><u>7.836.932</u></b>	<b><u>6.530</u></b>
Receivables from group enterprises		3.020.210	1.679
Other receivables		1.377.926	431
Income tax receivable		119.324	419
Prepayments		10.000	0
<b>Receivables</b>		<b><u>4.527.460</u></b>	<b><u>2.529</u></b>
<b>Cash</b>		<b><u>1.151.495</u></b>	<b><u>565</u></b>
<b>Current assets</b>		<b><u>5.678.955</u></b>	<b><u>3.094</u></b>
<b>Assets</b>		<b><u>13.515.887</u></b>	<b><u>9.624</u></b>

## Balance sheet at 31.12.2018

	<u>Notes</u>	<u>2018 DKK</u>	<u>2017 DKK'000</u>
Contributed capital	7	286.124	286
Reserve for development expenditure		6.112.807	6.515
Retained earnings		(3.200.668)	(4.183)
<b>Equity</b>		<b>3.198.263</b>	<b>2.618</b>
Deferred tax		1.511.690	1.224
<b>Provisions</b>		<b>1.511.690</b>	<b>1.224</b>
Bank loans		116.587	40
Prepayments received from customers		3.300.040	2.368
Trade payables		5.194.359	3.176
Payables to shareholders and management		14.431	16
Other payables		180.517	182
<b>Current liabilities other than provisions</b>		<b>8.805.934</b>	<b>5.782</b>
<b>Liabilities other than provisions</b>		<b>8.805.934</b>	<b>5.782</b>
<b>Equity and liabilities</b>		<b>13.515.887</b>	<b>9.624</b>
Going concern	1		
Contingent liabilities	8		

## Statement of changes in equity for 2018

	Contributed capital DKK	Reserve for development expenditure DKK	Retained earnings DKK	Total DKK
Equity beginning of year	286.124	6.514.754	(4.183.457)	2.617.421
Transfer to reserves	0	(401.947)	401.947	0
Profit/loss for the year	0	0	580.842	580.842
<b>Equity end of year</b>	<b>286.124</b>	<b>6.112.807</b>	<b>(3.200.668)</b>	<b>3.198.263</b>

## Notes

### 1. Going concern

The Company is planning to continue its focus on growth during 2019 and plans to invest further in software development in order to facilitate these plans. The Company's ability to continue as going concern is therefore dependent on future growth. The management expects that sufficient financing can be achieved through own operation and if needed through financing from a financial institution. At present time, no formal agreements have been made. The management expects that sufficient financing can be obtained, and have therefore presented the financial statements under the assumption that the Company is going concern. However, as stated, there is uncertainty relating to the Company's ability to continue as a going concern.

	<b>2018</b>	<b>2017</b>
	<b>DKK</b>	<b>DKK'000</b>
<b>2. Staff costs</b>		
Wages and salaries	1.089.232	1.144
Other social security costs	9.333	3
Other staff costs	43.524	0
	<b>1.142.089</b>	<b>1.147</b>
 Average number of employees	 <b>1</b>	 <b>1</b>

	<b>2018</b>	<b>2017</b>
	<b>DKK</b>	<b>DKK'000</b>
<b>3. Depreciation, amortisation and impairment losses</b>		
Amortisation of intangible assets	1.432.014	764
	<b>1.432.014</b>	<b>764</b>

	<b>2018</b>	<b>2017</b>
	<b>DKK</b>	<b>DKK'000</b>
<b>4. Other financial income</b>		
Financial income from associates	90.979	41
	<b>90.979</b>	<b>41</b>

	<b>2018</b>	<b>2017</b>
	<b>DKK</b>	<b>DKK'000</b>
<b>5. Tax on profit/loss for the year</b>		
Tax on current year taxable income	(119.324)	(419)
Change in deferred tax for the year	287.580	800
	<b>168.256</b>	<b>381</b>

## Notes

	Completed develop- ment projects DKK	Goodwill DKK	Develop- ment projects in progress DKK
<b>6. Intangible assets</b>			
Cost beginning of year	2.686.765	1.134.000	4.398.305
Transfers	4.398.305	0	(4.398.305)
Additions	0	0	2.739.192
<b>Cost end of year</b>	<b>7.085.070</b>	<b>1.134.000</b>	<b>2.739.192</b>
Amortisation and impairment losses beginning of year	(570.316)	(1.119.000)	0
Amortisation for the year	(1.417.014)	(15.000)	0
<b>Amortisation and impairment losses end of year</b>	<b>(1.987.330)</b>	<b>(1.134.000)</b>	<b>0</b>
<b>Carrying amount end of year</b>	<b>5.097.740</b>	<b>0</b>	<b>2.739.192</b>

### Development projects in progress

Development projects in progress consists of development of an upgrade of the business platform to handle the business setup. The upgrade will be completely developed in 2019 and will have a large impact on future growth.

	Number	Par value DKK	Nominal value DKK
<b>7. Contributed capital</b>			
A-shares	201.000	1	201.000
B-shares	73.673	1	73.673
C-shares	11.451	1	11.451
	<b>286.124</b>		<b>286.124</b>

### 8. Contingent liabilities

The Entity participates in a Danish joint taxation arrangement in which Codeable Holding ApS serves as the administration company. According to the joint taxation provisions of the Danish Corporation Tax Act, the Entity is therefore liable from the financial year 2013 for income taxes etc for the jointly taxed entities, and from 1 July 2012 for obligations, if any, relating to the withholding of tax on interest, royalties and dividend for the jointly taxed entities. The total known net liability of the jointly taxed entities under the joint taxation arrangement is evident from the administration company's financial statements.

## 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.

### 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 rate 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. Property, plant and equipment, intangible assets, inventories and 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 and other external expenses.

#### Revenue

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

#### 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.

#### 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 securities, payables and transactions in foreign currencies as well as tax relief under the Danish Tax Prepayment Scheme etc.

## Accounting policies

### Other financial expenses

Other financial expenses comprise interest expenses, including interest expenses on payables to group enterprises, net capital losses on securities, payables and transactions in foreign currencies 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.

The Entity is jointly taxed with all Danish subsidiaries. The current Danish income tax is allocated among the jointly taxed entities proportionally to their taxable income (full allocation with a refund concerning tax losses).

### Balance sheet

#### Goodwill

Goodwill is the positive difference between cost and value in use of assets and liabilities taken over as part of the acquisition. Goodwill is amortised straight-line over its estimated useful life which is fixed based on the experience gained by Management for each business area. The amortisation period used are 5 years.

Goodwill is written down to the lower of recoverable amount and carrying amount.

#### Intellectual property rights etc

Intellectual property rights etc comprise development projects completed and in progress with related intellectual property rights, acquired intellectual property rights and prepayments for intangible assets.

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. When recognising development projects as intangible assets, an amount equalling the costs incurred is taken to equity under Reserve for development costs that is reduced as the development projects are amortised and written down.

The cost of development projects comprises costs such as salaries and amortisation that are directly and indirectly attributable to the development projects.

The amortisation periods used are 5 years.

### Receivables

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



## Accounting policies

### **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 bank deposits.

### **Deferred tax**

Deferred tax is recognised on all temporary differences between the carrying amount and tax-based value of assets and liabilities, for which the tax-based value of assets is calculated based on the planned use of each asset.

Deferred tax assets, including the tax base of tax loss carryforwards, are recognised in the balance sheet at their estimated realisable value, either as a set-off against deferred tax liabilities or as net tax assets.

### **Other financial liabilities**

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

### **Prepayments received from customers**

Prepayments received from customers comprise amounts received from customers prior to delivery of the goods agreed or completion of the service agreed.