

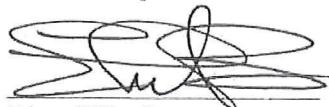
TrueCommerce Holding ApS
c/o TrueCommerce Denmark ApS, Banevænget 13, 2., 3460 Birkerød

Company reg. no. 35 40 08 85

Annual report

1 January - 31 December 2018

The annual report was submitted and approved by the general meeting on the 31 May 2019.



Edward Flint Seaton
Chairman of the meeting

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Notes to users of the English version of this document:

- To ensure the greatest possible applicability of this document, British English terminology has been used.
- Please note that decimal points remain unchanged from the Danish version of the document. This means that for instance DKK 146.940 is the same as the English amount of DKK 146,940, and that 23,5 % is the same as the English 23.5 %.

Management's report

The executive board has today presented the annual report of TrueCommerce Holding ApS for the financial year 1 January to 31 December 2018.

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

We consider the accounting policies used appropriate, and in our opinion the annual accounts provide a true and fair view of the company's assets and liabilities and its financial position as on 31 December 2018 and of the company's results of its activities in the financial year 1 January to 31 December 2018.

We are of the opinion that the management's review includes a fair description of the issues dealt with.

The annual report is recommended for approval by the general meeting.

Birkerød, 31 May 2019

Executive board


Michael John Cornell


Edward Flint Seaton

Independent auditor's report

To the shareholder of TrueCommerce Holding ApS

Opinion

We have audited the annual accounts of TrueCommerce Holding ApS for the financial year 1 January to 31 December 2018, which comprise accounting policies used, profit and loss account, balance sheet and notes. The annual accounts are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the annual accounts give a true and fair view of the company's assets, liabilities and financial position at 31 December 2018 and of the results of the company's operations for the financial year 1 January to 31 December 2018 in accordance with the Danish Financial Statements Act.

Basis for opinion

We conducted our audit in accordance with international standards on auditing and the additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the below section "Auditor's responsibilities for the audit of the annual accounts". We are independent of the company in accordance with international ethics standards for accountants (IESBA's Code of Ethics) and the additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these standards and requirements. We believe that the audit evidence obtained is sufficient and appropriate to provide a basis for our opinion.

The management's responsibilities for the annual accounts

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

In preparing the annual accounts, the management is responsible for evaluating the company's ability to continue as a going concern, and, when relevant, disclosing matters related to going concern and using the going concern basis of accounting when preparing the annual accounts, unless the management either intends to liquidate the company or to cease operations, or if it has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the annual accounts

Our objectives are to obtain reasonable assurance about whether the annual accounts as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report including an opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with international standards on auditing and the additional requirements applicable in Denmark will always detect a material misstatement when it exists. Misstatements may arise due to fraud or error and may be considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions made by users on the basis of the annual accounts.

As part of an audit conducted in accordance with international standards on auditing and the additional requirements applicable in Denmark, we exercise professional evaluations and maintain professional scepticism throughout the audit. We also:

Independent auditor's report

- Identify and assess the risks of material misstatement in the annual accounts, whether due to fraud or error, design and perform audit procedures in response 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 the risk of not detecting a misstatement resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of the 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 by the management and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of the management's preparation of the annual accounts being based on the going concern principle and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may raise significant doubt about 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 annual accounts 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 annual accounts, including the disclosures in the notes, and whether the annual accounts reflect 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 the internal control that we identify during our audit.

Statement on the management's review

The management is responsible for the management's review.

Our opinion on the annual accounts does not cover the management's review, and we do not express any kind of assurance opinion on the management's review.

In connection with our audit of the annual accounts, our responsibility is to read the management's review and in that connection consider whether the management's review is materially inconsistent with the annual accounts or our knowledge obtained during the audit, or whether it otherwise appears to contain material misstatement.

Independent auditor's report

Furthermore, it is our responsibility to consider whether the management's review provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, we believe that the management's review is in accordance with the annual accounts and that it has been prepared in accordance with the requirements of the Danish Financial Statement Acts. We did not find any material misstatement in the management's review.

Copenhagen, 31 May 2019

Grant Thornton

State Authorised Public Accountants
Company reg. no. 34 20 99 36



Kim Kjellberg
State Authorised Public Accountant
mnc29452



Jacob Helly Juell-Hansen
State Authorised Public Accountant
mnc36169

Company data

The company

TrueCommerce Holding ApS
c/o TrueCommerce Denmark ApS
Banevænget 13, 2.
3460 Birkerød

Company reg. no. 35 40 08 85
Financial year: 1 January - 31 December

Executive board

Michael John Cornell
Edward Flint Seaton

Auditors

Grant Thornton, Statsautoriseret Revisionspartnerselskab
Stockholmsgade 45
2100 København Ø

Subsidiary

TrueCommerce Denmark ApS, Birkerød

Financial highlights

DKK in thousands.	<u>2018</u>	<u>2017</u>	<u>2016</u>	<u>2015</u>	<u>2014</u>
Profit and loss account:					
Gross profit	-66	-74	-91	-67	-56
Results from operating activities	-66	-74	-91	-67	-56
Net financials	-7.600	10.243	-6.186	-13.368	-12.987
Results for the year	-5.559	9.507	-6.277	-13.435	-13.043
Balance sheet:					
Balance sheet sum	139.193	139.186	139.205	139.265	139.265
Equity	25.911	31.470	21.963	28.241	41.676
Key figures in %:					
Solvency ratio	18,6	22,6	15,8	20,3	29,9
Return on equity	-19,4	35,6	-25,0	-38,4	-27,1

The calculation of key figures and ratios does in all material respects follow the Danish Association of Finance Analysts' recommendations and does only in a few respects deviate from the recommendations.

The key figures appearing from the survey have been calculated as follows:

Equity share	$\frac{\text{Equity, closing balance} \times 100}{\text{Assets in total, closing balance}}$
Return on equity	$\frac{\text{Results for the year} \times 100}{\text{Average equity}}$

Management's review

The principal activities of the company

The business foundation of the company is owning shares in other companies.

Uncertainties as to recognition or measurement

The company's investment in group enterprises is subject to uncertainty regarding the recognised value at 31 December 2018. The investment is recognised at cost.

As at 31 December 2018 the management have prepared an impairment test of the recognised investment. Based on the assumptions used no indications of impairment was identified. However, changes to the assumptions used can create indications of impairment. Thus the value of the investment is subject to some uncertainty.

Development in activities and financial matters

The result from ordinary activities before tax is DKK -7.666.327 against DKK 10.168.401 last year. The result is in line with management's expectations.

Events subsequent to the financial year

No events have occurred subsequent to the balance sheet date, which would have material impact on the financial position of the company.

Accounting policies used

The annual report for TrueCommerce Holding ApS is presented in accordance with those regulations of the Danish Financial Statements Act concerning companies identified as class B enterprises. Furthermore, the company has chosen to comply with some of the rules applying for class C enterprises.

The accounting policies used are unchanged compared to last year, and the annual accounts are presented in Danish kroner (DKK).

No consolidated annual accounts have been prepared, cf. section 112(1) of the Danish Financial Statements Act. The annual accounts of TrueCommerce Holding ApS and its group enterprises are included in the consolidated annual accounts for TrueCommerce Inc. US.

Pursuant to section 86(4) of the Danish Financial Statements Act, no cash flow statement for the enterprise has been prepared, as the relevant information is included in the consolidated annual accounts of TrueCommerce Inc. US.

Recognition and measurement in general

Income is recognised in the profit and loss account concurrently with its realisation, including the recognition of value adjustments of financial assets and liabilities. Likewise, all costs, these including depreciation, amortisation, writedown, provisions, and reversals which are due to changes in estimated amounts previously recognised in the profit and loss account are recognised in the profit and loss account.

Assets are recognised in the balance sheet when the company is liable to achieve future, financial benefits and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when the company is liable to lose future, financial benefits and the value of the liability can be measured reliably.

At the first recognition, assets and liabilities are measured at cost. Later, assets and liabilities are measured as described below for each individual accounting item.

Certain fixed asset investments and liabilities are measured at amortised cost, by which method a fixed, effective interest is recognised during the useful life of the asset or the liability. Amortised cost is recognised as the original cost with deduction of any payments and additions/deductions of the accrued amortisation of the difference between cost and nominal amount. In this way capital losses and capital profits are spread over the useful life.

At recognition and measurement, such predictable losses and risks are taken into consideration, which may appear before the annual report is presented, and which concerns matters existing on the balance sheet date.

Accounting policies used

The profit and loss account

Other external costs

Other external costs comprise costs for administration.

Net financials

Net financials comprise interest, realised and unrealised capital gains and losses concerning financial assets and liabilities, amortisation of financial assets and liabilities, additions and reimbursements under the Danish tax prepayment scheme, etc. Financial income and expenses are recognised in the profit and loss account with the amounts that concerns the financial year.

Dividend from equity investment in group enterprise is recognised in the financial year where the dividend is declared.

Tax of the results for the year

The tax for the year comprises the current tax for the year and the changes in deferred tax, and it is recognised in the profit and loss account with the share referring to the results for the year and directly in the equity with the share referring to entries directly on the equity.

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

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

The balance sheet

Financial fixed assets

Equity investment in group enterprise

Equity investment in group enterprise is measured at cost. In case the recoverable amount is lower than the cost, writedown takes place to this lower value.

Available funds

Available funds comprise cash at bank.

Corporate tax and deferred tax

Current tax receivable and tax liabilities are recognised in the balance sheet at the amount calculated on the basis of the expected taxable income for the year adjusted for tax on previous years' taxable income and prepaid taxes. Tax receivable and tax liabilities are set off to the extent that legal right of set-off exists and if the items are expected to be settled net or simultaneously.

Accounting policies used

TrueCommerce Holding ApS is jointly taxed with the Danish group companies and acts in this respect as the administration company. According to the rules of joint taxation, TrueCommerce Holding ApS is unlimited, jointly and severally liable towards the Danish tax authorities for the total corporation tax, including withholding tax on interest, royalties and dividends, arising within the jointly taxed group of companies.

Payable and receivable joint taxation contributions are recognised in the balance sheet as "Receivable corporate tax" or "Payable corporate tax".

Deferred tax is measured on the basis of all temporary differences in assets and liabilities with a balance sheet focus.

Deferred tax is measured based on the tax rules and tax rates applying under the legislation on the balance sheet date and prevailing when the deferred tax is expected to be released as current tax.

Liabilities

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

Profit and loss account 1 January - 31 December

All amounts in DKK.

<u>Note</u>	<u>2018</u>	<u>2017</u>
Other external costs	-66.250	-74.268
Gross results	-66.250	-74.268
Other financial income	-4.798.260	12.882.315
1 Other financial costs	-2.801.817	-2.639.646
Results before tax	-7.666.327	10.168.401
Tax on ordinary results	2.107.028	-661.628
Results for the year	-5.559.299	9.506.773
Proposed distribution of the results:		
Allocated to results brought forward	0	9.506.773
Allocated from results brought forward	-5.559.299	0
Distribution in total	-5.559.299	9.506.773

Balance sheet 31 December

All amounts in DKK.

Assets	<u>2018</u>	<u>2017</u>
<u>Note</u>		
Fixed assets		
2 Equity investment in group enterprise	<u>139.185.597</u>	<u>139.185.597</u>
Financial fixed assets in total	<u>139.185.597</u>	<u>139.185.597</u>
Fixed assets in total	<u>139.185.597</u>	<u>139.185.597</u>
Current assets		
Cash funds	<u>7.749</u>	<u>0</u>
Current assets in total	<u>7.749</u>	<u>0</u>
Assets in total	<u>139.193.346</u>	<u>139.185.597</u>

Balance sheet 31 December

All amounts in DKK.

<u>Note</u>	<u>2018</u>	<u>2017</u>
Equity and liabilities		
Equity		
3 Contributed capital	80.000	80.000
4 Results brought forward	25.830.900	31.390.199
Equity in total	25.910.900	31.470.199
Liabilities		
Trade creditors	57.500	57.500
Debt to group enterprises	110.532.070	105.490.593
Corporate tax	2.692.876	2.167.305
Short-term liabilities in total	113.282.446	107.715.398
Liabilities in total	113.282.446	107.715.398
Equity and liabilities in total	139.193.346	139.185.597
5 Contingencies		
6 Related parties		

Notes

All amounts in DKK.

	<u>2018</u>	<u>2017</u>		
1. Other financial costs				
Financial costs, group enterprises	2.697.315	2.639.646		
Other financial costs	<u>104.502</u>	<u>0</u>		
	<u>2.801.817</u>	<u>2.639.646</u>		
2. Equity investment in group enterprise				
Acquisition sum, opening balance 1 January 2018	<u>139.185.597</u>	<u>139.185.597</u>		
Book value 31 December 2018	<u>139.185.597</u>	<u>139.185.597</u>		
The financial highlights for the enterprise according to the latest approved annual report				
	Share of ownership	Equity DKK	Results for the year DKK	Book value at TrueCommerc e Holding ApS DKK
TrueCommerce Denmark ApS, Birkerød	100 %	63.018.813	19.639.053	139.185.597
3. Contributed capital				
Contributed capital 1 January 2018			<u>80.000</u>	<u>80.000</u>
			<u>80.000</u>	<u>80.000</u>
4. Results brought forward				
Results brought forward 1 January 2018			31.390.199	21.883.426
Profit or loss for the year brought forward			<u>-5.559.299</u>	<u>9.506.773</u>
			<u>25.830.900</u>	<u>31.390.199</u>

Notes

All amounts in DKK.

5. Contingencies

Contingent assets

The company have a tax loss-carryforward of approx. mDKK 20,1 at 31 December 2018. The tax value of this has not been recognised in the balance sheet at 31 December 2018 due to uncertainty on the timely usage of this. The tax value of the loss-carryforward in mDKK 4,4.

Joint taxation

The company is the administration company of the group of companies subject to the Danish scheme of joint taxation and unlimited jointly and severally liable with the other jointly taxed companies for the total corporation tax.

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

The liability relating to obligations in connection with withholding tax on dividends, interest and royalties represents an estimated maximum of DKK 0 thousand.

Any subsequent adjustments of corporate taxes or withheld taxes etc. may cause changes in the company's liabilities.

6. Related parties

Consolidated annual accounts

The company is included in the consolidated annual accounts of TrueCommerce Inc. US