

INVIXO Consulting Group A/S
Gladsaxevej 376, DK-2860 Søborg

CVR-number 35 52 20 85

Annual report 2017
1st January - 31st December 2017
(4th financial year)

Approved at the ordinary
annual general meeting 1st March 2018

Henrik Holt Kjær
Chairman of the annual general meeting

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Company information

Company:

INVIXO Consulting Group A/S
Gladsaxevej 376
DK-2860 Søborg
CVR-nr.: 35 52 20 85

Executive board:

Søren Roustgaard
Kinavej 7
2300 København S.

Peter Biehe Kreiner-Sasady
Gl. Frederiksborgvej 23
3200 Helsingør

Henrik Holt Kjær
Rudersdalsvej 9, Øverød
2840 Holte

Allan Steen
Ingersvej 28
2600 Glostrup

Ralph Steen Nedergaard
Lysbrovej 32
2610 Rødovre

Klaus Stenbæk Hansen
H.C. Ørsteds Vej 3 B, 3. th.
1879 Frederiksberg C.

Director:

Henrik Holt Kjær
Rudersdalsvej 9, Øverød
2840 Holte

Auditor:

Revisionsfirmaet Jan Kristensen, Registreret Revisionsanpartsselskab

Management endorsement

The board of directors and the executive board have today considered and approved the annual report 2017 of INVIXO Consulting Group A/S for the financial year 1st January - 31st December 2017.

The annual report has been prepared in accordance with the Danish Financial Statements Act. We consider the accounting policies applied to be appropriate and the financial statements to give a true and fair view of the assets, liabilities and the financial position as at 31st December 2017 and of the result of the company's operations for the financial year 1st January - 31st December 2017.

The Annual Report is recommended for approval at the annual general meeting.

Søborg, 1st March 2018

Director:

Henrik Holt Kjær

Executive board:

Søren Roustgaard

Peter Biehe Kreiner-Sasady

Allan Steen

Ralph Steen Nedergaard

Henrik Holt Kjær

Klaus Stenbæk Hansen

Independent Auditor's opinion

To the shareholders in INVIXO Consulting Group A/S:

Opinion:

We have audited the financial statements of INVICO Consulting Group A/S for the financial year 1st January - 31st December 2017, which comprise income statement, balance sheet and notes, including a summary of significant accounting policies, for the company. 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 assets, liabilities and financial position as at 31st December 2017 and of the results of its operations for the financial year 1st January 2017 - 31st December 2017 in accordance with the Danish Financial Statements Accounts 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' Code of Ethics for Professional Accountant (IESBA Code) and the additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these rules and requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of matter:

Without modifying our opinion in respect of this matter, we draw the attention to note 7 of the financial statement, which describes that the company is subject to a contingent liability of DKK 1,007,315. The contingent liability consists of an obligation to pay a bonus to certain employees, provided specified terms relating to the company's liquidity position are fulfilled. The calculated contingent liability must be added holiday pay. The specified terms were not fulfilled at the balance sheet date, nor at the time of reporting the annual report. The amount is not recognized as an obligation or liability in the annual report, as management considers the liability to be dependent on uncertain future events beyond control of the company and management furthermore considers the liability unlikely to become current.

Independent Auditor's opinion - continued

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.

Auditors' responsibilities for the audit of the financial statements

Our objectives are to obtain assurance about whether the financial statements as a whole are free from material misstatements, 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 ISA's 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 of accounting information taken on the basis of these financial statements.

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

- Identify and assess the risk 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.

Independent Auditor's opinion - continued

- 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 auditors 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.

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.

Independent Auditor's opinion - continued

Statement on management's review - continued

Moreover, it is our responsibility to consider whether managements review provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, we conclude that management review 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 managements review.

Søborg, 1st March 2018

REVISIONSFIRMAET JAN KRISTENSEN
REGISTRERET REVISIONSANPARTSSELSKAB
CVR-number 35 38 36 46

Jan Kristensen
registered public accountant
MNE-number 8461

Management's review

Main activity:

The company's main activity is to conduct consultancy services.

Financial performance and financial position:

In the financial year 2017 the company has realised a gross profit of T.DKK 16.669 compared to T.DKK 8.564 the year before. Loss before tax amounted to T.DKK -1.316 compared to T.DKK -1.372 the year before. Loss after tax amounted to T.DKK -1.041 compared to T.DKK -1.116 the year before. The company's equity equals T.DKK -143.

INVIXO Consulting Group A/S was established in November 2015. During 2016 and 2017 the company has undergone significant development in order to position the company in order to meet strategic ambitions.

In 2017, INVIXO has grown further. At the end of December 2017 there were 22 employees. The company has moved to new office facilities that can accommodate the growth as well as meet future growth ambitions.

In 2017 the company has been ISO 9001: 2015 certified to ensure the quality of the company's operation for the benefit of customers and employees.

During 2017 the above investments have resulted in a loss of T.DKK 1,315 before taxes which shall be seen as an investment in the future growth strategy.

Information concerning own shares:

As at 31st December 2017 the company owns own shares, nominal DKK 69,776, equivalent to 7.77 % of the share capital.

During the financial year the company has acquired own shares, nominal DKK 27,714 for a price of DKK 194,001.

Acquisition of own shares has taken place in connection with a previous shareholder's withdrawal in connection with restructuring.

Events after the balance sheet date:

After the balance sheet date no events have occurred that could significantly affect the company's financial position.

Applied Accounting Policies

The annual report has been prepared in accordance with the Danish Financial Statements Act for the reporting class B entities.

Pursuant to the exemptions provided for in the Danish Financial Statements Act section 32, the company has prepared the income statement in condensed form, so that the composition of gross profit is not shown.

General about recognition and measurement:

Assets are recognised in the balance sheet when it is probable that future economic benefits will flow to the Company and the assets can be measured reliably.

Liabilities are recognised in the balance sheet when the Company as a result of a past event has a legal or actual obligation and it is probable that future economic benefits will flow from the Company and the value of the liability can be measured reliably.

At initial recognition, assets and liabilities are measured at cost. Measurement after initial recognition is as described for each single item below.

Upon recognition and measurement predictable losses and risks that arise before the annual report is presented are taken into account.

Income is recognised in the income statement as it is earned, while costs are recognised with the amounts relating to the financial year. Value adjustments of financial assets and liabilities are recognised in the income statement as financial income or financial expenses.

Income Statement:

All significant items in the income statement are accrued to cover the full accounting period until 31st December 2017.

Applied accounting Policies - continued

Gross profit:

"Gross profit" includes "Revenue", "Subcontractors", "Other operating income" and "Other external expenses".

Revenue:

Revenue is recognised in the income statement as the work is performed, whereby the revenue corresponds to the sales value of the year's work. Revenue is recognised excl. VAT and less discounts in connection with the sale.

Other operating income:

Other operating income includes income of a secondary nature in relation to the company's main activity.

Other external costs:

Other external costs include costs for distribution, sales, advertisement, administration, rent of premises, and operation of cars.

Staff costs:

Staff costs include wages and salaries as well as social security costs, pensions etc. for the company's employees.

Financial income and expenses:

Financial income and expenses include interest income and expenses, realized and unrealized capital gain and loss concerning securities, debt and transactions in foreign currency, and surcharges and refunds in connection with taxes.

Tax:

Tax for the year, which includes the year's current tax and changes in deferred tax, is recognised in the income statement. Tax on the taxable income is allocated by 22,0%.

Deferred tax is allocated with 22,0% of all temporary differences between book values and tax values. Adjustment of deferred tax is included in the income statement under "Tax on net loss for the year".

Deferred tax asset, including the tax value of tax loss carried forward, is recognised at the value at which the asset is expected to be realised, either against deferred tax liabilities or as net assets.

Applied accounting Policies - continued

Balance sheet:

Intangible and tangible fixed assets:

Fixed assets are recognized to cost less accumulated depreciation. Depreciations are based on the expected useful life of the assets. The company applies the following useful lives and residual values:

| | Useful life <u>(years)</u> | Residual <u>value</u> |
|--|----------------------------------|--------------------------|
| Other fixtures and fittings, tools and equipment | 5 | 0% |
| Interior designs in rented premises | 5 | 0% |

Equipment with a cost below DKK 13,200 are charged to the income statement in the year of acquisition.

Expenses for software below DKK 13,200 and costs of development, customisation, etc. of computer systems are charged to the income statement in the year in which the expenditure is incurred.

Profit or loss on disposals of fixed assets is stated as the difference between the selling price less selling costs and the book value at the time of disposal. Profit is recognised as "Other operation income" and loss is recognised in the income statement as "Depreciation".

Investments:

Deposits are measured at cost. Deposits are not depreciated.

In the income statement the net profit after tax of the associate enterprise is included.

Impairment of assets:

The book value of fixed assets is annually reviewed for indication of impairment in addition to annual depreciation.

In case of indications of impairment, impairment tests on each asset or each group of assets are carried out. Write-downs are made to a lower recoverable amount if this is lower than the recognised value.

Applied accounting Policies - continued

Receivables:

Receivables are measured at amortised cost, which usually corresponds to the nominal value less provisions for bad debts.

Prepayments

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

Equity and dividends:

Proposed dividend is recognised as a liability at the time of approval at a general meeting. Dividends expected to be paid for the year are recognised as a separate item under equity.

Liabilities:

Liabilities are recognised at amortized cost, which usually corresponds to the nominal value.

Conversion of foreign currencies:

Transactions in foreign currencies are translated at the beginning of the transaction at the exchange rate of the transaction date. Receivables, payables and other monetary items denominated in foreign currencies which are not settled at the balance sheet date, are measured at the exchange rate at the balance sheet date. Currency differences arising between the transaction date and the date of payment/the balance sheet date respectively are recognised in the income statement as financial entries.

Income statement for the period 1st January 2017 - 31st December 2017

| <u>Note</u> | | 2016 <u>T.DKK</u> |
|-------------|---|---|
| | Gross profit..... | 16.669.172 8.564 |
| 1 | Staff costs..... | <u>-17.773.659</u> <u>-9.832</u> |
| | Loss before depreciation, amortisation and write-downs..... | -1.104.487 -1.268 |
| 2 | Depreciation, amortisation and write-downs..... | <u>-75.149</u> <u>-64</u> |
| | Loss before financial entries..... | -1.179.636 -1.332 |
| | Financial income from group enterprises..... | 7.275 10 |
| | Financial income..... | 0 4 |
| | Other financial expenses..... | <u>-143.169</u> <u>-54</u> |
| | Loss before tax..... | -1.315.530 -1.372 |
| 3 | Tax on net loss for the year..... | <u>274.833</u> <u>256</u> |
| | Net loss for the year..... | <u>-1.040.697</u> <u>-1.116</u> |
| | Proposed distribution of net loss : | |
| | Proposed dividend..... | 0 0 |
| | Retained loss..... | <u>-1.040.697</u> <u>-1.116</u> |
| | Proposed net loss..... | <u>-1.040.697</u> <u>-1.116</u> |

Balance Sheet as at 31st December 2017

Assets

| <u>Note</u> | | 31st Dec 2016 <u>T.DKK</u> |
|-------------|---|---|
| | Fixed assets: | |
| 4 | Tangible fixed assets: | |
| | Other fixtures and fittings, tools and equipment..... | 166.302 231 |
| | Interior designs in rented premises | 40.898 51 |
| | Total tangible fixed assets | <u>207.200</u> <u>282</u> |
| | Investments: | |
| | Deposits | 246.478 247 |
| | Total investments | <u>246.478</u> <u>247</u> |
| | Total fixed assets | <u>453.678</u> <u>529</u> |
| | Current assets: | |
| | Receivables: | |
| | Trade receivables | 3.601.039 4.039 |
| | Receivables from group enterprises..... | 189.150 182 |
| | Prepayments..... | 94.398 131 |
| | Deferred tax assets..... | 535.536 261 |
| | Total receivables | <u>4.420.123</u> <u>4.613</u> |
| | Cash..... | 183.104 1.569 |
| | Total current assets..... | <u>4.603.227</u> <u>6.182</u> |
| | Total assets | <u>5.056.905</u> <u>6.711</u> |

Balance Sheet as at 31st December 2017

Liabilities and equity

| <u>Note</u> | | 31st Dec 2016 <u>T.DKK</u> |
|-------------|--|---|
| 5 | Equity: | |
| | Share capital..... | 897.928 898 |
| | Share premium..... | 1.116.951 1.311 |
| | Retained loss..... | -2.157.572 -1.117 |
| | Proposed dividend for the year..... | 0 0 |
| | Total equity | <u>-142.693</u> <u>1.092</u> |
| | Liabilities: | |
| | Long-term liabilities: | |
| | Credit institutions | <u>82.796</u> <u>138</u> |
| | Total long-term liabilities | <u>82.796</u> <u>138</u> |
| | Short-term liabilities: | |
| | Credit institutions..... | 50.809 45 |
| | Trade payables..... | 400.437 2.126 |
| | Other payables..... | 4.665.556 3.310 |
| | Total short-term liabilities | <u>5.116.802</u> <u>5.481</u> |
| | Total liabilities | <u>5.199.598</u> <u>5.481</u> |
| | Total liabilities and equity | <u>5.056.905</u> <u>6.711</u> |
| 6 | Charges, securities and contingent liabilities | |
| 7 | Going concern | |
| 8 | Ownership | |

Notes to Annual Report

| | | 2016 | <u>T.DKK</u> |
|---|--|-------------------|--------------|
| 1 | Staff costs: | | |
| | Salaries | 15.034.852 | 8.279 |
| | Pensions | 2.038.545 | 1.138 |
| | Other social security costs | 141.424 | 66 |
| | Other staff costs | <u>558.838</u> | <u>349</u> |
| | | <u>17.773.659</u> | <u>9.832</u> |
| | | | <u>2016</u> |
| | Average number of employed persons..... | <u>22</u> | <u>12</u> |
| 2 | Depreciation, amortisation and write-downs: | | |
| | Depreciation | <u>75.149</u> | <u>64</u> |
| | | <u>75.149</u> | <u>64</u> |
| 3 | Corporation tax: | | |
| | Specification of corporation tax: | | |
| | Tax on loss for the year..... | 0 | 0 |
| | Change in deferred tax | <u>-274.833</u> | <u>-256</u> |
| | | <u>-274.833</u> | <u>-256</u> |

Notes to Annual Report

4 Assets overview:

| | Interior design in rented premises | Other fixtures and fittings, tools and equipment |
|---|---|---|
| Cost as at 1st January 2017..... | 52.465 | 323.281 |
| Acquisitions of the year..... | 0 | 0 |
| Disposals of the year at cost price..... | 0 | -92.323 |
| Cost as at 31st December 2017..... | <u>52.465</u> | <u>323.281</u> |
| Depreciation and write-downs as at 1st January 2016..... | 1.074 | 92.323 |
| Depreciation and write-downs of the year..... | 10.493 | 64.656 |
| Depreciation and write-downs regarding disposal of the year..... | <u>0</u> | <u>0</u> |
| Depreciation and write-downs as at 31st December 2017.... | <u>11.567</u> | <u>156.979</u> |
| Book value as at 31st December 2017..... | <u>40.898</u> | <u>166.302</u> |

5 Equity:

| | Share capital | Share premium |
|-------------------------------------|--------------------|----------------------|
| Total as at 1st January 2017..... | 897.928 | 1.310.952 |
| Purchase of own shares..... | 0 | -194.001 |
| Total as at 31st December 2017..... | <u>897.928</u> | <u>1.116.951</u> |
| | Retained losses | Proposed dividend |
| Total as at 1st January 2017..... | -1.116.875 | 0 |
| Paid dividend..... | 0 | 0 |
| Loss of the year..... | -1.040.697 | 0 |
| Dividend of the year..... | <u>0</u> | <u>0</u> |
| Total as at 31st December 2017..... | <u>-2.157.572</u> | <u>0</u> |

Notes to Annual Report

5 **Equity - continued:**

The share capital is not divided into classes.

The share capital comprises 897,928 shares of DKK 1.

Information concerning own shares:

As at 31st December 2017 the company owns own shares, nominal DKK 69,776, equivalent to 7.77 % of the share capital.

During the financial year the company has acquired own shares, nominal DKK 27,714 for a price of DKK 194,001.

Acquisition of own shares has taken place in connection with a previous shareholder's withdrawal in connection with restructuring.

Changes of the share capital:

| | |
|-------------------------------|----------------|
| Financial year 2013/2014..... | 80.000 |
| Financial year 2015..... | 510.000 |
| Financial year 2016..... | <u>307.928</u> |
| | <u>897.928</u> |

6 **Long-term liabilities:**

DKK 0 will be due later than 5 years from the balance sheet date.

7 **Charges, securities and contingent liabilities**

The company is subject to leasing obligations of DKK 271,403 until 31st December 2019.

The company is subject to rent obligations of DKK 241,148 for a 6 months notice period.

As security for liabilities to credit institutions DKK 133,605, is granted retention of title concerning the car with a book value of DKK 145,000.

As security for other payables of DKK 558,323 a mortgage of nominal DKK 950,000 in operating materials and inventory with a book value of DKK 166,302 has been issued.

Notes to Annual Report

7 **Charges, securities and contingent liabilities - continued:**

The group's entities are jointly taxed and are subject to unlimited, joint and several liability together with the other jointly taxed entities, for the total income tax and for any obligations to withhold tax at source on interest, royalty and dividends for the jointly taxed entities. The total corporate tax to be paid/to be received is shown in the annual report 2017 for Apeer Holding ApS.

The company is subject to a contingent liability of DKK 1,007,315. The contingent liability consists of an obligation to pay a bonus to certain employees, provided specified terms relating to the company's liquidity position are fulfilled. The calculated contingent liability must be added holiday pay. The specified terms were not fulfilled at the balance sheet date, nor at the time of reporting the annual report. The amount is not recognized as an obligation or liability in the annual report, as management considers the liability to be dependent on uncertain future events beyond control of the company and management furthermore considers the liability unlikely to become current.

8 **Going concern:**

After the end of the financial year a positive development of the company's operations has taken place. According to a not audited interim financial statement for the month of January 2018 a positive operating result has been realised, and management expects positive operating results for the remaining part of 2018, partly based on realised earnings for January 2018, partly based on the 2018 budget.

Based on the prepared budget for 2018 and positive expectations for subsequent years it is furthermore estimated that the company can utilize the tax losses within a 3 year period. Consequently it is considered sound and fair to recognise deferred tax assets in the balance sheet.

The company has lost the entire share capital. Management expects a positive operation throughout the financial year 2018 and beyond, so the company can reinstate its own equity through the company's own earnings over a period and that the company's capital resources will be sufficient to realise the continued operation. Consequently the annual report is prepared as a going concern.

On the abovementioned basis no need to take any special action in the light of the capital loss is considered necessary.

Notes to Annual Report

9 Ownership

According to the company's register of shareholders the following shareholders are registered as owners of at least 5 % of the share capital in the balance sheet date:

Apeer Holding ApS, Rødovre

Kreiner-Sasady Holding ApS, Helsingør

Masani ApS, Øverød

ZowZen Holding ApS, Frederiksberg