

Heimdal Security A/S

Vester Farimagsgade 1, 2.
1606 København V
Denmark

CVR no. 35 80 24 95

Annual report 2022

The annual report was presented and approved at
the Company's annual general meeting on

24 May 2023

Kieran Rafter

Chairman of the annual general meeting

Contents

Statement by the Board of Directors and the Executive Board	2
Independent auditor's report	3
Management's review	5
Company details	5
Operating review	6
Financial statements 1 January – 31 December	7
Income statement	7
Balance sheet	8
Statement of changes in equity	10
Notes	11

Statement by the Board of Directors and the Executive Board

The Board of Directors and the Executive Board have today discussed and approved the annual report of Heimdal Security A/S for the financial year 1 January – 31 December 2022.

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

In our opinion, the financial statements give a true and fair view of the Company's assets, liabilities and financial position at 31 December 2022 and of the results of the Company's operations for the financial year 1 January – 31 December 2022.

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

We recommend that the annual report be approved at the annual general meeting.

Copenhagen, 24 May 2023
Executive Board:

Morten Kjærsgaard

Board of Directors:

Kieran Rafter
Chairman

Mogens Munkholm Elsberg

Morten Kjærsgaard

Independent auditor's report

To the shareholder of Heimdal Security A/S

Opinion

We have audited the financial statements of Heimdal Security A/S for the financial year 1 January – 31 December 2022 comprising income statement, balance sheet, statement of changes in equity and notes, including 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 Company's assets, liabilities and financial position at 31 December 2022 and of the results of the Company's operations for the financial year 1 January – 31 December 2022 in accordance with the Danish Financial Statements Act.

Basis for opinion

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

We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (IESBA Code) and the additional ethical requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Management's responsibility 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 that Management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance as to 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 in Denmark will always detect a material misstatement when it exists. Misstatements may 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 financial statement users made 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

Independent auditor's report

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

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

Statement on the Management's review

Management is responsible for the Management's review.

Our opinion on the financial statements does not cover the 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 the Management's review and, in doing so, consider whether the Management's review is materially inconsistent with the financial statements or our knowledge obtained during the audit, or otherwise appears to be materially misstated.

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

Based on the work we have performed, we conclude that the Management's 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 the Management's review.

Copenhagen, 24 May 2023

KPMG

Statsautoriseret Revisionspartnerselskab
CVR no. 25 57 81 98

Henrik Y. Jensen
State Authorised
Public Accountant
mne35442

Heimdal Security A/S
Annual report 2022
CVR no. 35 80 24 95

Management's review

Company details

Heimdal Security A/S
Vester Farimagsgade 1, 2.
1606 København V
Denmark

CVR no.:	35 80 24 95
Established:	11 March 2014
Registered office:	Copenhagen
Financial year:	1 January – 31 December

Board of Directors

Kieran Rafter, Chairman
Mogens Munkholm Elsberg
Morten Kjærsgaard

Executive Board

Morten Kjærsgaard

Auditor

KPMG
Statsautoriseret Revisionspartnerselskab
Dampfærgevej 28
DK-2100 København Ø
CVR no. 25 57 81 98

Management's review

Operating review

Principal activities

The purpose of the Company is to conduct business within IT security where it offers unified integrated solutions. The market extends from small businesses through to enterprise level customers, which are served both directly and indirectly.

Development in activities and financial position

The Company's income statement for 2022 shows a loss of DKK -56,838,902 as against DKK -40,312,277 in 2021. Equity in the Company's balance sheet at 31 December 2022 stood at DKK -137,186,682 as against DKK -80,347,782 at 31 December 2021.

Material uncertainties regarding going concern

Following on from the performance in 2021, the Group continued to grow its annual recurring revenue and customer base. The Group is generating significant cash from sales, has committed external debt facilities in place to manage working capital requirements and is expecting to transition to EBITDA profitability during the second half of FY23. Therefore the Group can continue as a going concern and is expected to re-establish its share capital through future earnings.

Capital loss

As at 31 December 2022 the company has a negative equity. Management has assessed that the capital can be re-established from future income. Management have also assessed that the company has sufficient liquidity to finance operations for the coming year, and on this basis have prepared the financial statement for the year 31 December 2022 under the assumption of the company's continued operation.

Events after the balance sheet date

No events have occurred after the balance sheet date of material importance to the annual report for 2022.

Outlook

It is expected that there will be a positive development in the Company's financial position in the coming year. Therefore it is expected that the equity will be restored in the coming years.

Financial statements 1 January – 31 December

Income statement

DKK	Note	2022	2021
Revenue		84,908,247	61,867,473
Cost of sales		-2,997,012	-3,477,121
Other operating income		0	50,000
Other external costs		<u>-107,523,250</u>	<u>-65,297,193</u>
Gross loss		-25,612,015	-6,856,841
Staff costs	2	-22,243,841	-25,857,097
Depreciation, amortisation and impairment losses		<u>-6,789,049</u>	<u>-7,406,315</u>
Loss before financial income and expenses		-54,644,905	-40,120,253
Income from equity investments in group entities		1,237,192	-198,000
Other financial income	3	509,262	167,865
Other financial expenses	4	<u>-3,656,313</u>	<u>-161,889</u>
Loss before tax		-56,554,764	-40,312,277
Tax on loss for the year	5	<u>-284,138</u>	<u>0</u>
Loss for the year		<u><u>-56,838,902</u></u>	<u><u>-40,312,277</u></u>
Proposed distribution of loss			
Reserve for net revaluation under equity method		1,237,192	0
Retained earnings		<u>-58,076,094</u>	<u>-40,312,277</u>
		<u><u>-56,838,902</u></u>	<u><u>-40,312,277</u></u>

Financial statements 1 January – 31 December

Balance sheet

DKK	Note	31/12 2022	31/12 2021
ASSETS			
Fixed assets			
Intangible assets	6		
Acquired patents		<u>9,406,628</u>	<u>16,164,687</u>
Property, plant and equipment	7		
Fixtures and fittings, tools and equipment		<u>62,083</u>	<u>93,073</u>
Investments	8		
Equity investments in group entities		2,799,015	1,376,066
Deposits		<u>1,205,734</u>	<u>936,909</u>
		<u>4,004,749</u>	<u>2,312,975</u>
Total fixed assets		<u>13,473,460</u>	<u>18,570,735</u>
Current assets			
Receivables			
Trade receivables		13,781,171	15,329,715
Receivables from group entities		79,925,931	44,161,832
Other receivables		313,375	333,158
Deferred tax asset		0	281,579
Corporation tax		0	221,839
Prepayments		<u>3,079,623</u>	<u>837,765</u>
		<u>97,100,100</u>	<u>61,165,888</u>
Cash at bank and in hand		<u>7,210,706</u>	<u>6,304,729</u>
Total current assets		<u>104,310,806</u>	<u>67,470,617</u>
TOTAL ASSETS		<u><u>117,784,266</u></u>	<u><u>86,041,352</u></u>

Financial statements 1 January – 31 December

Balance sheet

DKK	Note	31/12 2022	31/12 2021
EQUITY AND LIABILITIES			
Equity			
Contributed capital		500,000	500,000
Reserve for net revaluation under equity method		1,237,192	0
Retained earnings		<u>-138,923,874</u>	<u>-80,847,782</u>
Total equity		<u>-137,186,682</u>	<u>-80,347,782</u>
Liabilities			
Non-current liabilities			
	9		
Other credit institutions		76,721,710	0
Other payables		<u>0</u>	<u>4,285,158</u>
		<u>76,721,710</u>	<u>4,285,158</u>
Current liabilities			
Current portion of non-current liabilities		6,510,936	2,657,730
Trade payables		1,470,906	2,578,974
Payables to group entities		81,008,665	75,896,388
Other payables		4,568,729	11,909,256
Deferred income		<u>84,690,002</u>	<u>69,061,628</u>
		<u>178,249,238</u>	<u>162,103,976</u>
Total liabilities		<u>254,970,948</u>	<u>166,389,134</u>
TOTAL EQUITY AND LIABILITIES		<u>117,784,266</u>	<u>86,041,352</u>
Contractual obligations, contingencies, etc.			
	10		
Related party disclosures	11		

Financial statements 1 January – 31 December

Statement of changes in equity

DKK	Contributed capital	Reserve for net revaluation under equity method	Retained earnings	Total
Equity at 1 January 2022	500,000	0	-80,847,780	-80,347,780
Transferred over the distribution of loss	0	1,237,192	-58,076,094	-56,838,902
Equity at 31 December 2022	500,000	1,237,192	-138,923,874	-137,186,682

Financial statements 1 January – 31 December

Notes

1 Accounting policies

The annual report of Heimdal Security A/S for 2022 has been prepared in accordance with the provisions applying to reporting class B entities under the Danish Financial Statements Act with opt-in from higher reporting classes.

The accounting policies used in the preparation of the financial statements are consistent with those of last year.

Foreign currency translation

On initial recognition, transactions denominated in foreign currencies are translated at the exchange rates at the transaction date. Foreign exchange differences arising between the exchange rates at the transaction date and the date of payment are recognised in the income statement as financial income or financial expenses.

Receivables, payables and other monetary items denominated in foreign currencies are translated at the exchange rates at the balance sheet date. The difference between the exchange rates at the balance sheet date and the date at which the receivable or payable arose or was recognised in the latest financial statements is recognised in the income statement as financial income or financial expenses.

Income statement

Revenue

Income from the sale of services is recognised in revenue when delivery and transfer of risk to the buyer have taken place, and the income may be measured reliably and is expected to be received. Revenue is measured at the fair value of the agreed consideration excluding VAT and taxes charged on behalf of third parties. All discounts granted are recognised in revenue.

Services based on time spent are recognised in revenue as the work is performed.

Cost of sales

Cost of sales comprises costs incurred to generate revenue for the year. This item also comprises direct costs for hosting.

Other operating income

Other operating income comprises items secondary to the activities of the entity, including gains on the disposal of intangible assets and property, plant and equipment.

Financial statements 1 January – 31 December

Notes

1 Accounting policies (continued)

Other external costs

Other external costs comprise distribution costs and costs related to sales, sales campaigns, administration, office premises, operating leases, etc.

Staff costs

Staff costs comprise wages and salaries, including holiday allowance, pension and other social security costs, etc., to the Company's employees.

Other staff costs are recognised under other external costs.

Result from equity investments in group entities

The proportionate share of the individual subsidiaries' result after tax is recognised in the Parent Company's income statement after full elimination of intra-group gains/losses and amortisation of goodwill.

Group goodwill is amortized over 7 years.

Financial income and expenses

Financial income and expenses comprise interest income and expense, gains and losses on securities, payables and transactions denominated in foreign currencies, amortisation of financial assets and liabilities as well as surcharges and refunds under the on-account tax scheme, etc.

Tax on loss for the period

Tax for the period comprises current corporation tax for the period and changes in deferred tax, including changes in tax rates. The tax expense relating to the loss for the period is recognised in the income statement, and the tax expense relating to amounts directly recognised in equity is recognised directly in equity.

Balance sheet

Intangible assets

Patents, licences and trademarks

Patents and licences are measured at cost less accumulated amortisation and impairment losses. Patents are amortised on a straight-line basis over the remaining life of the patent, and licences are amortised over the contract period, however, not exceeding 4 years.

Property, plant and equipment

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

Financial statements 1 January – 31 December

Notes

1 Accounting policies (continued)

Cost comprises the purchase price and any costs directly attributable to the acquisition until the date on which the asset is available for use. Indirect production overheads and borrowing costs are not recognised in cost.

Where individual components of an item of property, plant and equipment have different useful lives, they are accounted for as separate items, which are depreciated separately.

The basis of depreciation is cost less any projected residual value after the end of the useful life. Depreciation is provided on a straight-line basis over the estimated useful life. The estimated useful lives are as follows:

Fixtures and fittings, tools and equipment	3-5 years
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The useful life and residual value are reassessed annually. Changes are treated as accounting estimates, and the effect on depreciation is recognised prospectively.

Gains and losses on the disposal of property, plant and equipment are stated as the difference between the selling price less selling costs and the carrying amount at the date of disposal. Gains and losses are recognised in the income statement as other operating income or other operating costs, respectively.

Investments

Equity investments in group entities are measured at the proportionate share of the entities' net asset value calculated in accordance with the parent Company's accounting policies plus or minus unrealized intra-group gains or losses plus or minus the residual value of positive and negative goodwill calculated in accordance with the acquisition method.

Equity investments in group entities with negative net asset values are measured at DKK 0, and any receivables from these entities are written down by the parent Company's share of the negative net asset value. To the extent that the negative balance exceeds the receivable, the residual amount is recognized as provisions.

Net revaluation of equity investments in group entities is tied as a net revaluation reserve under equity according to the equity method to the extent that the carrying amount exceeds cost.

Deposita is recognised at the purchase price.

Impairment of fixed assets

The carrying amount of intangible assets and property, plant and equipment as well as equity investments in group entities is subject to an annual test for indications of impairment other than the decrease in value reflected by depreciation or amortisation.

Impairment tests are conducted of individual assets or groups of assets when there is an indication that they may be impaired. Write-down is made to the recoverable amount if this is lower than the carrying amount.

The recoverable amount is the higher of an asset's net selling price and its value in use. The value in use is determined as the present value of the forecast net cash flows from the use of the asset or the group of assets, including forecast net cash flows from the disposal of the asset or the group of assets after the end of the useful life.

Financial statements 1 January – 31 December

Notes

1 Accounting policies (continued)

Receivables

Receivables are measured at amortised cost.

Write-down is made for bad debt losses where there is an objective indication that a receivable has been impaired. If there is an objective indication that an individual receivable has been impaired, write-down is made on an individual basis.

Write-downs are calculated as the difference between the carrying amount of receivables and the present value of forecast cash flows, including the realisable value of any collateral received. The effective interest rate for the individual receivable or portfolio is used as discount rate.

Prepayments

Prepayments comprise prepayment of costs incurred relating to subsequent financial years.

Cash at bank and in hand

Cash at bank and in hand comprise cash and bank deposits.

Equity

Net revaluation reserve according to the equity method

Net revaluation reserve according to the equity method comprises net revaluation of equity investments in subsidiaries in proportion to cost.

Corporation tax and deferred tax

Current tax payable and receivable is recognised in the balance sheet as tax computed on the taxable income for the year, adjusted for tax on the taxable income of prior years and for tax paid on account.

Deferred tax is measured using the balance sheet liability method on all temporary differences between the carrying amount and the tax value of assets and liabilities based on the planned use of the asset or settlement of the liability. However, deferred tax is not recognised on temporary differences relating to goodwill non-deductible for tax purposes and on office premises and other items where the temporary differences arise at the date of acquisition without affecting either profit/loss or taxable income.

Deferred tax assets, including the tax value of tax loss carryforwards, are recognised at the expected value of their utilisation within the foreseeable future; either as a set-off against tax on future income or as a set-off against deferred tax liabilities in the same legal tax entity. Any deferred net assets are measured at net realisable value.

Deferred tax is measured in accordance with the tax rules and at the tax rates applicable at the balance sheet date when the deferred tax is expected to crystallise as current tax. Changes in deferred tax as a result of changes in tax rates are recognised in the income statement or equity, respectively.

Financial statements 1 January – 31 December

Notes

1 Accounting policies (continued)

Liabilities

Financial liabilities are recognised at cost at the date of borrowing, corresponding to the proceeds received less transaction costs paid. In subsequent periods, the financial liabilities are measured at amortised cost using the effective interest method. Accordingly, the difference between cost and the nominal value is recognised in the income statement over the term of the loan together with interest expenses.

Other liabilities are measured at amortised cost.

Deferred income

Deferred income comprises advance invoicing regarding income in subsequent years.

Financial statements 1 January – 31 December

Notes

DKK	2022	2021
2 Staff costs		
Wages and salaries	20,755,826	24,833,135
Pensions	699,906	198,413
Other social security costs	788,109	825,549
	<u>22,243,841</u>	<u>25,857,097</u>
Average number of full-time employees	<u>31</u>	<u>42</u>
3 Other financial income		
Interest income from group entities	125,150	19,340
Exchange gains	384,112	148,525
	<u>509,262</u>	<u>167,865</u>
4 Other financial expenses		
Other financial costs	3,171,167	3,515
Exchange losses	485,146	158,374
	<u>3,656,313</u>	<u>161,889</u>
5 Tax on loss for the period		
Current tax for the period	2,559	0
Adjustment of deferred tax concerning previous years	281,579	0
	<u>284,138</u>	<u>0</u>
6 Intangible assets		
DKK		Acquired patents
Cost at 1 January 2022		<u>29,506,349</u>
Cost at 31 December 2022		<u>29,506,349</u>
Amortisation and impairment losses at 1 January 2022		-13,341,662
Amortisation and impairment losses for the year		<u>-6,758,059</u>
Amortisation and impairment losses at 31 December 2022		<u>-20,099,721</u>
Carrying amount at 31 December 2022		<u>9,406,628</u>

Financial statements 1 January – 31 December

Notes

7 Property, plant and equipment

	Fixtures and fittings, tools and equipment
DKK	
Cost at 1 January 2022	149,000
Cost at 31 December 2022	149,000
Depreciation and impairment losses at 1 January 2022	-55,927
Depreciation for the year	-30,990
Depreciation and impairment losses at 31 December 2022	-86,917
Carrying amount at 31 December 2022	62,083

8 Investments

	Equity investments in group entities	Deposits	Total
DKK			
Cost at 1 January 2022	2,174,338	936,909	3,111,247
Additions for the year	185,757	268,825	454,582
Cost at 31 December 2022	2,360,095	1,205,734	3,565,829
Revaluations at 1 January 2022	-798,272	0	-798,272
Revaluations for the year	1,435,192	0	1,435,192
Impairment losses and depreciation	-198,000	0	-198,000
Revaluations 31 December 2022	438,920	0	438,920
Carrying amount at 31 December 2022	2,799,015	1,205,734	4,004,749

Name/legal form	Registered office	Voting rights and ownership interest	Equity	Result for the year
Subsidiaries:			DKK	DKK
Heimdal Security SRL	Romania	100%	836,961	1,023,778
Heimdal Security Export ApS	Denmark	100%	-807,309	376,704
Heimdal Security UK Limited	England	100%	2,292,513	1,074,442
Heimdal Security US Inc	USA	100%	84,642	37,848
Heimdal Security Deutschland GmbH	Germany	100%	392,209	128,071
			2,799,016	2,640,843

Financial statements 1 January – 31 December

Notes

9 Non-current liabilities

DKK	31/12 2022	Repayment, first year	Outstanding debt after five years
Other credit institutions	77,509,979	788,269	73,568,634
Other payables	5,722,667	5,722,667	0
	<u>83,232,646</u>	<u>6,510,936</u>	<u>73,568,634</u>

10 Contractual obligations, contingencies, etc.

Contingent liabilities

The Company is jointly taxed with the other Danish companies in the group. Therefore the Company is liable for income taxes on a pro rata basis and must comply with any obligations to withhold tax at source on interest, royalties and dividends for the jointly taxed companies.

The total amount appears in the annual report for Thor Bidco ApS which is the administrative Company for the Danish tax consolidation group.

Operating lease obligations

The Company has entered into rental lease agreements amounting to DKK 678,300 (2021: DKK 418,687)

11 Related party disclosures

Heimdal Security A/S' related parties comprise the following:

Control

Heimdal Security A/S is part of the consolidated financial statements of Thor Bidco ApS, Vester Farimagsgade 1, 2, København V, Denmark, which is the smallest group, in which the Company is included as a subsidiary.