
ComplyCloud ApS

Borgergade 24B, 3, DK-1300 Copenhagen K

Annual Report for 2022

CVR No. 35 81 37 64

The Annual Report was
presented and adopted
at the Annual General
Meeting of the
company
on 29/6 2023

Martin Folke Vasehus
Chairman of the
general meeting



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Management's statement

The Executive Board and Board of Directors have today considered and adopted the Financial Statements of ComplyCloud ApS for the financial year 1 January - 31 December 2022.

The Annual Report is prepared in accordance with the Danish Financial Statements Act.

In our opinion the Financial Statements give a true and fair view of the financial position at 31 December 2022 of the Company and of the results of the Company operations for 2022.

In our opinion, Management's Review includes a true and fair account of the matters addressed in the Review.

We recommend that the Financial Statements be adopted at the Annual General Meeting.

Copenhagen K, 29 June 2023

Executive Board

Martin Folke Vasehus
CEO

Board of Directors

Peter Granild Colsted
Chairman

Henrik Katholm Udsen

Peter Mühlendorph Egehoved

Torben Kjær

Jakob Brebbia Dirksen

Independent Auditor's report

To the shareholders of ComplyCloud ApS

Opinion

In our opinion, the Financial Statements give a true and fair view of the financial position of the Company 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.

We have audited the Financial Statements of ComplyCloud ApS for the financial year 1 January - 31 December 2022, which comprise income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies ("the Financial Statements").

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.

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.

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

Based on the work we have performed, in our view, 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 in Management's Review.

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.

Independent Auditor's report

Auditor's responsibilities for the audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the 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.

Hellerup, 29 June 2023

PricewaterhouseCoopers

Statsautoriseret Revisionspartnerselskab

CVR No 33 77 12 31

Niels Henrik B. Mikkelsen

State Authorised Public Accountant

mne16675

Martin Birch

State Authorised Public Accountant

mne42825

Company information

The Company	ComplyCloud ApS Borgergade 24B, 3 DK-1300 Copenhagen K CVR No: 35 81 37 64 Financial period: 1 January - 31 December Incorporated: 26 March 2014 Financial year: 9th financial year Municipality of reg. office: Copenhagen
Board of Directors	Peter Granild Colsted, chairman Henrik Katholm Udsen Peter Mühlendorph Egehoved Torben Kjær Jakob Brebbia Dirksen
Executive Board	Martin Folke Vasehus
Auditors	PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab Strandvejen 44 2900 Hellerup

Management's review

Key activities

The Company's main activity is to conduct business with web-based software solutions and thus related business at the discretion of the Board of Directors.

Development in the year

The income statement of the Company for 2022 shows a loss of DKK 17,768,503, and at 31 December 2022 the balance sheet of the Company shows positive equity of DKK 15,922,244.

Capital resources

The net loss for the year results from significant investments made into further development of product, platform, internationalization, and organization following growth plans and budget. The results are in line with management's expectations and are considered satisfactory. In 2023, the Company closed a new funding round. As a result, the Company is continuously well-funded as of 31 December 2022.

Subsequent events

No events materially affecting the assessment of the Annual Report have occurred after the balance sheet date.

Income statement 1 January - 31 December

	Note	2022	2021
		DKK	DKK
Gross profit		21,023,741	14,975,427
Staff expenses	2	-40,451,297	-16,416,786
Amortisation, depreciation and impairment losses of intangible assets and property, plant and equipment		-4,226,368	-2,125,539
Profit/loss before financial income and expenses		-23,653,924	-3,566,898
Financial expenses		-329,546	-202,791
Profit/loss before tax		-23,983,470	-3,769,689
Tax on profit/loss for the year	3	6,214,967	1,387,511
Net profit/loss for the year		-17,768,503	-2,382,178

Distribution of profit

	2022	2021
	DKK	DKK
Proposed distribution of profit		
Transfer for the year to other reserves	10,247,950	3,328,684
Retained earnings	-28,016,453	-5,710,862
	-17,768,503	-2,382,178

Balance sheet 31 December

Assets

	Note	2022 DKK	2021 DKK
Completed development projects		23,878,924	10,740,526
Development projects in progress		0	0
Intangible assets	4	23,878,924	10,740,526
Other fixtures and fittings, tools and equipment		694,717	154,679
Property, plant and equipment	5	694,717	154,679
Deposits	6	462,313	249,219
Fixed asset investments		462,313	249,219
Fixed assets		25,035,954	11,144,424
Trade receivables		3,769,838	2,384,734
Other receivables		655,123	0
Deferred tax asset	7	2,513,909	90,106
Corporation tax		5,499,308	1,708,144
Prepayments		462,359	49,690
Receivables		12,900,537	4,232,674
Cash at bank and in hand		14,256,757	8,993,354
Current assets		27,157,294	13,226,028
Assets		52,193,248	24,370,452

Balance sheet 31 December

Liabilities and equity

	Note	2022 DKK	2021 DKK
Share capital		66,080	57,980
Reserve for development costs		18,625,560	8,377,610
Retained earnings		-2,769,396	755,158
Equity		15,922,244	9,190,748
Other payables		18,350,604	3,400,079
Deferred income		0	60,739
Long-term debt	8	18,350,604	3,460,818
Trade payables		1,889,603	1,728,951
Other payables	8	4,181,589	3,230,092
Deferred income		11,849,208	6,759,843
Short-term debt		17,920,400	11,718,886
Debt		36,271,004	15,179,704
Liabilities and equity		52,193,248	24,370,452
Going concern	1		
Contingent assets, liabilities and other financial obligations	9		
Accounting Policies	10		

Statement of changes in equity

	Share capital	Share premium account	Reserve for development costs	Retained earnings	Total
	DKK	DKK	DKK	DKK	DKK
Equity at 1 January	57,980	0	8,377,610	755,157	9,190,747
Cash capital increase	8,100	24,491,900	0	0	24,500,000
Development costs for the year	0	0	10,247,950	0	10,247,950
Net profit/loss for the year	0	0	0	-28,016,453	-28,016,453
Transfer from share premium account	0	-24,491,900	0	24,491,900	0
Equity at 31 December	66,080	0	18,625,560	-2,769,396	15,922,244

Notes to the Financial Statements

1. Going concern

The net loss for the year results from significant investments made into further development of product, platform, internationalization, and organization following growth plans and budget. The results are in line with management's expectations and are considered satisfactory. In 2023, the Company closed a new funding round. As a result, the Company is continuously well-funded as of 31 December 2022.

	<u>2022</u>	<u>2021</u>
	DKK	DKK
2. Staff Expenses		
Wages and salaries	38,871,340	15,890,444
Other social security expenses	420,164	202,261
Other staff expenses	<u>1,159,793</u>	<u>324,081</u>
	40,451,297	16,416,786
Average number of employees	<u>57</u>	<u>31</u>

	<u>2022</u>	<u>2021</u>
	DKK	DKK
3. Income tax expense		
Current tax for the year	-3,791,164	-1,314,973
Deferred tax for the year	<u>-2,423,803</u>	<u>-72,538</u>
	-6,214,967	-1,387,511

Notes to the Financial Statements

4. Intangible fixed assets

	Completed development projects	Develop- ment projects in progress
	DKK	DKK
Cost at 1 January	13,732,382	0
Additions for the year	0	17,232,566
Transfers for the year	17,232,566	-17,232,566
Cost at 31 December	<u>30,964,948</u>	<u>0</u>
Impairment losses and amortisation at 1 January	2,991,856	0
Amortisation for the year	4,094,168	0
Impairment losses and amortisation at 31 December	<u>7,086,024</u>	<u>0</u>
Carrying amount at 31 December	<u>23,878,924</u>	<u>0</u>
Amortised over	<u>5 years</u>	

Our development projects relate to the development of software which is the foundation of our product. The development projects are divided into infrastructural projects, developments projects, development of new features and not least UX-related projects. Our projects run continuously and are divided into sprints, according to the SCRUM method. The projects in 2022 have been completed and updated in operation. The projects have progressed satisfactorily, with the resources that have been available. Our software supports our entire business model, which we sell in a subscription-based form. This secures both existing and future cash flows into the company.

5. Property, plant and equipment

	Other fixtures and fittings, tools and equipment
	DKK
Cost at 1 January	193,290
Additions for the year	<u>672,237</u>
Cost at 31 December	<u>865,527</u>
Impairment losses and depreciation at 1 January	38,610
Depreciation for the year	<u>132,200</u>
Impairment losses and depreciation at 31 December	<u>170,810</u>
Carrying amount at 31 December	<u>694,717</u>

Notes to the Financial Statements

6. Other fixed asset investments

	Deposits DKK
Cost at 1 January	249,219
Additions for the year	213,094
Cost at 31 December	<u>462,313</u>
Carrying amount at 31 December	<u>462,313</u>

7. Deferred tax asset

	2022 DKK	2021 DKK
Deferred tax asset at 1 January	90,106	0
Amounts recognised in the income statement for the year	2,423,803	72,538
Amounts recognised in equity for the year	0	17,568
Deferred tax asset at 31 December	<u>2,513,909</u>	<u>90,106</u>

The Company is currently in active communication with the Danish Tax Authorities regarding the terms of the Tax Credit Scheme. The Company has applied to the payment of the tax base associated with the portion of loss attributed to research and development activities. The application is still pending decision from the Danish Tax Authorities. As of December 31, 2022, the total value of the tax credit asset amounts to DKK 5,499k for the income years 2020-2022. The Company's financial position and disclosure in the annual report are based on its assessment that it has met the necessary conditions to qualify for the tax credit. The Company's external lawyer has confirmed its belief of the tax credit entitlement and the management consider it to be more likely than not the tax authorities or a court will grant the tax credit to the Company. However, until the case is resolved with the tax authorities, there remains uncertainty regarding the precise amount of the tax credit that will be awarded.

Notes to the Financial Statements

8. Long-term debt

Payments due within 1 year are recognised in short-term debt. Other debt is recognised in long-term debt.

The debt falls due for payment as specified below:

	<u>2022</u>	<u>2021</u>
	DKK	DKK
Other payables		
After 5 years	5,161,012	0
Between 1 and 5 years	<u>13,189,592</u>	<u>3,400,079</u>
Long-term part	18,350,604	3,400,079
Within 1 year	0	0
Other short-term payables	<u>4,181,589</u>	<u>3,230,092</u>
	<u>22,532,193</u>	<u>6,630,171</u>
Deferred income		
After 5 years	0	0
Between 1 and 5 years	<u>0</u>	<u>60,739</u>
Long-term part	<u>0</u>	<u>60,739</u>
Within 1 year	0	0
Other deferred income	<u>11,849,208</u>	<u>6,759,843</u>
Short-term part	<u>11,849,208</u>	<u>6,759,843</u>
	<u>11,849,208</u>	<u>6,820,582</u>
	<u>2022</u>	<u>2021</u>
	DKK	DKK

9. Contingent assets, liabilities and other financial obligations

Rental and lease obligations

Rental and lease obligations	4,448,380	3,030,000
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Other contingent liabilities

The group companies are jointly and severally liable for tax on the jointly taxed incomes etc of the Group. The total amount of corporation tax payable is disclosed in the Annual Report of Dotlaw Holding ApS, which is the management company of the joint taxation purposes. Moreover, the group companies are jointly and severally liable for Danish withholding taxes by way of dividend tax, tax on royalty payments and tax on unearned income. Any subsequent adjustments of corporation taxes and withholding taxes may increase the Company's liability.

As security for other debt, the Company has given a corporate mortgage of TDKK 1,500. The corporate mortgage includes development projects, operating assets and receivables from sales.

Notes to the Financial Statements

10. Accounting policies

The Annual Report of ComplyCloud ApS for 2022 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class B as well as selected rules applying to reporting class C.

The accounting policies applied remain unchanged from last year.

The Financial Statements for 2022 are presented in DKK.

Recognition and measurement

Revenues are recognised in the income statement as earned. Furthermore, value adjustments of financial assets and liabilities measured at fair value or amortised cost are recognised. Moreover, all expenses incurred to achieve the earnings for the year are recognised in the income statement, including depreciation, amortisation, impairment losses and provisions as well as reversals due to changed accounting estimates of amounts that have previously been recognised in the income statement.

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

Liabilities are recognised in the balance sheet when it is probable that future economic benefits will flow out of the Company, and the value of the liability can be measured reliably.

Assets and liabilities are initially measured at cost. Subsequently, assets and liabilities are measured as described for each item below.

Recognition and measurement take into account predictable losses and risks occurring before the presentation of the Annual Report which confirm or invalidate affairs and conditions existing at the balance sheet date.

Translation policies

Danish kroner is used as the presentation currency. All other currencies are regarded as foreign currencies.

Transactions in foreign currencies are translated at the exchange rates at the dates of transaction. Exchange differences arising due to differences between the transaction date rates and the rates at the dates of payment are recognised in financial income and expenses in the income statement. Where foreign exchange transactions are considered hedging of future cash flows, the value adjustments are recognised directly in equity.

Receivables, payables and other monetary items in foreign currencies that have not been settled at the balance sheet date are translated at the exchange rates at the balance sheet date. Any differences between the exchange rates at the balance sheet date and the rates at the time when the receivable or the debt arose are recognised in financial income and expenses in the income statement.

Fixed assets acquired in foreign currencies are measured at the transaction date rates.

Income statement

Net sales

Revenue from the sale of services is recognised when the risks and rewards relating to the goods sold have been transferred to the purchaser, the revenue can be measured reliably and it is probable that the economic benefits relating to the sale will flow to the Company.

Revenue is measured at the consideration received and is recognised exclusive of VAT and net of discounts relating to sales.

Notes to the Financial Statements

Other external expenses

Other external expenses comprise indirect production costs and expenses for premises, sales as well as office expenses, etc.

Gross profit

With reference to section 32 of the Danish Financial Statements Act, gross profit/loss is calculated as a summary of revenue, work on own account recognised in assets, other operating income and other external expenses.

Staff expenses

Staff expenses comprise wages and salaries as well as payroll expenses.

Amortisation, depreciation and impairment losses

Amortisation, depreciation and impairment losses comprise amortisation, depreciation and impairment of intangible assets and property, plant and equipment.

Other operating income and expenses

Other operating income and other operating expenses comprise items of a secondary nature to the main activities of the Company, including gains and losses on the sale of intangible assets and property, plant and equipment.

Financial income and expenses

Financial income and expenses are recognised in the income statement at the amounts relating to the financial year.

Tax on profit/loss for the year

Tax for the year consists of current tax for the year and changes in deferred tax for the year. The tax attributable to the profit for the year is recognised in the income statement, whereas the tax attributable to equity transactions is recognised directly in equity.

The Company is jointly taxed with Dotlaw Holding ApS. The tax effect of the joint taxation is allocated to Danish enterprises in proportion to their taxable incomes.

Balance sheet

Intangible fixed assets

Development projects and costs relating to rights developed by the Company are capitalized in the balance sheet the year of acquisition and development. The development projects are amortised on a straight-line basis over its useful life, which is assessed at 5 years.

Property, plant and equipment

Property, plant and equipment are measured at cost less accumulated depreciation and less any accumulated impairment losses.

Cost comprises the cost of acquisition and expenses directly related to the acquisition up until the time when the asset is ready for use.

Depreciation based on cost reduced by any residual value is calculated on a straight-line basis over the expected useful lives of the assets, which are:

Other fixtures and fittings, tools and equipment	5 years
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Notes to the Financial Statements

Depreciation period and residual value are reassessed annually.

Impairment of fixed assets

The carrying amounts of intangible assets and property, plant and equipment and investments are reviewed on an annual basis to determine whether there is any indication of impairment other than that expressed by amortisation and depreciation.

If so, the asset is written down to its lower recoverable amount.

Other fixed asset investments

Other fixed asset investments consist of deposit.

Receivables

Receivables are measured in the balance sheet at the lower of amortised cost and net realisable value, which corresponds to nominal value less provisions for bad debts.

Prepayments

Prepayments comprise prepaid expenses concerning rent, insurance premiums, subscriptions and interest.

Deferred tax assets and liabilities

Deferred income tax is measured using the balance sheet liability method in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes on the basis of the intended use of the asset and settlement of the liability, respectively.

Deferred tax assets, including the tax base of tax loss carry-forwards, are measured at the value at which the asset is expected to be realised, either by elimination in tax on future earnings or by set-off against deferred tax liabilities within the same legal tax entity.

Deferred tax is measured on the basis of the tax rules and tax rates that will be effective under the legislation at the balance sheet date when the deferred tax is expected to crystallise as current tax. Any changes in deferred tax due to changes to tax rates are recognised in the income statement or in equity if the deferred tax relates to items recognised in equity.

Current tax receivables and liabilities

Current tax liabilities and receivables are recognised in the balance sheet as the expected taxable income for the year adjusted for tax on taxable incomes for prior years and tax paid on account. Extra payments and repayment under the on-account taxation scheme are recognised in the income statement in financial income and expenses.

Financial debts

Loans are recognised initially at the proceeds received net of transaction expenses incurred. Subsequently, the loans are measured at amortised cost; the difference between the proceeds and the nominal value is recognised as an interest expense in the income statement over the loan period.

Other debts are measured at amortised cost, substantially corresponding to nominal value.

Deferred income

Deferred income comprises payments received in respect of income in subsequent years.