



Piaster Revisorerne
vi giver bedre råd

Clifton Technologies ApS

Flæsketorvet 68, 1711 København V

Company reg. no. 36 42 87 67

Annual report

1 January - 31 December 2021

The annual report was submitted and approved by the general meeting on the 30 June 2022.

Benjamin Wyle Warner
Chairman of the meeting

Notes:

- To ensure the greatest possible applicability of this document, IAS/IFRS English terminology has been used.
- Please note that decimal points have not been used in the usual English way. This means that for instance DKK 146.940 means the amount of DKK 146,940, and that 23,5 % means 23.5 %.

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Management's statement

Today, the Board of Directors and the Managing Director have approved the annual report of Clifton Technologies ApS for the financial year 1 January - 31 December 2021.

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

We consider the chosen accounting policy to be appropriate, and in our opinion, the financial statements give a true and fair view of the financial position of the Company at 31 December 2021 and of the results of the Company's operations for the financial year 1 January – 31 December 2021.

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

We recommend that the annual report be approved at the Annual General Meeting.

København V, 30 June 2022

Managing Director

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Werner Geysen

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Werner Jacobus Geysen

Board of directors

DocuSigned by:
Benjamin Collier

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Benjamin Paul Collier

Independent auditor's report on extended review

To the shareholders of Clifton Technologies ApS

Opinion

We have performed an extended review of the financial statements of Clifton Technologies ApS for the financial year 1 January - 31 December 2021, which comprise income statement, balance sheet, statement of changes in equity, notes and a summary of significant accounting policies. The financial statements are prepared under the Danish Financial Statements Act.

Based on the work performed, in our opinion, the financial statements give a true and fair view of the Company's financial position at 31 December 2021 and of the results of the Company's operations for the financial year 1 January - 31 December 2021 in accordance with the Danish Financial Statements Act.

Basis for Opinion

We conducted our extended review in accordance with the Danish Business Authority's Assurance Standard for Small Enterprises and FSR – Danish Auditors' standard on extended review of financial statements prepared in accordance with the Danish Financial Statements Act. Our responsibilities under those standards and requirements are further described in the "Auditor's responsibilities for the extended review 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 evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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.

Auditor's responsibilities for the extended review of the Financial Statements

Our responsibility is to express an opinion on the financial statements. This requires that we plan and perform procedures in order to obtain limited assurance for our opinion on the financial statements and in addition perform specifically required supplementary procedures to obtain further assurance for our opinion.

Independent auditor's report on extended review

An extended review comprises procedures that primarily consist of making inquiries of Management and others within the Company, as appropriate, analytical procedures and the specifically required supplementary procedures as well as evaluation of the evidence obtained.

The procedures performed in an extended review are less than those performed in an audit, and accordingly, we do not express an audit opinion on the financial statements.

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 opinion thereon.

In connection with our extended review 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 extended review, 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 in the Management's Review.

Alleroed, 30 June 2022

Piaster Revisorerne

Statsautoriseret Revisionsaktieselskab
Company reg. no. 25 16 00 37



Emil Lagstrøm
State Authorised Public Accountant
mne45851

Company information

The company

Clifton Technologies ApS
Flæsketorvet 68
1711 København V

Company reg. no. 36 42 87 67
Financial year: 1 January - 31 December

Board of directors

Benjamin Paul Collier

Managing Director

Werner Jacobus Geysler

Auditors

Piaster Revisorerne, Statsautoriseret Revisionsaktieselskab
Engholm Parkvej 8
3450 Allerød

Management's review

The principal activities of the company

Company's primary activities have been further development of the Company's marketing platform along with sales mainly generated through this platform.

Development in activities and financial matters

Company's financial performance for 2021 is considered satisfying.

Expected development

Revenue and income in 2022 expect to increase compared to 2021.

Events occurring after the end of the financial year

No events materially affecting the Company's financial position have occurred subsequent to the financial year-end.

Income statement 1 January - 31 December

All amounts in DKK.

<u>Note</u>	<u>2021</u>	<u>2020</u>
Gross profit	19.978.526	8.875.111
1 Staff costs	-2.796.261	-1.919.255
Depreciation and impairment of property, land, and equipment	-18.944	-14.520
Operating profit	17.163.321	6.941.336
Other financial income	368.713	17.018
Other financial expenses	-38.166	-488.442
Pre-tax net profit or loss	17.493.868	6.469.912
2 Tax on net profit or loss for the year	-3.943.974	-1.424.108
Net profit or loss for the year	13.549.894	5.045.804
Proposed appropriation of net profit:		
Extraordinary dividend adopted during the financial year	4.700.000	0
Dividend for the financial year	0	5.000.000
Transferred to retained earnings	8.849.894	45.804
Total allocations and transfers	13.549.894	5.045.804

Balance sheet at 31 December

All amounts in DKK.

<u>Note</u>	<u>2021</u>	<u>2020</u>
Assets		
Non-current assets		
Other fixtures and fittings, tools and equipment	8.093	27.037
Total property, plant, and equipment	8.093	27.037
Deposits	32.850	0
Total investments	32.850	0
Total non-current assets	40.943	27.037
Current assets		
Trade receivables	1.362.827	327.569
Receivables from group enterprises	4.329.560	0
Deferred tax assets	1.589	0
Other receivables	4.637.250	6.687.665
Total receivables	10.331.226	7.015.234
Cash and cash equivalents	1.312.129	791.015
Total current assets	11.643.355	7.806.249
Total assets	11.684.298	7.833.286

Balance sheet at 31 December

All amounts in DKK.

<u>Note</u>	<u>2021</u>	<u>2020</u>
Equity and liabilities		
Equity		
Contributed capital	50.000	50.000
Retained earnings	8.900.354	50.459
Proposed dividend for the financial year	0	5.000.000
Total equity	<u>8.950.354</u>	<u>5.100.459</u>
Provisions		
Provisions for deferred tax	0	1.456
Total provisions	<u>0</u>	<u>1.456</u>
Long term liabilities other than provisions		
Bank loans	37.093	73.322
Trade payables	363.198	40.627
Payables to group enterprises	0	881.915
Corporation tax payable	2.075.886	1.425.424
Other payables	257.767	310.083
Total short term liabilities other than provisions	<u>2.733.944</u>	<u>2.731.371</u>
Total liabilities other than provisions	<u>2.733.944</u>	<u>2.731.371</u>
Total equity and liabilities	<u>11.684.298</u>	<u>7.833.286</u>

3 Contingencies

Statement of changes in equity

All amounts in DKK.

	<u>Contributed capital</u>	<u>Retained earnings</u>	<u>Proposed dividend for the financial year</u>	<u>Total</u>
Equity 1 January 2020	50.000	4.655	625.000	679.655
Distributed dividend	0	0	-625.000	-625.000
Retained earnings for the year	0	45.804	5.000.000	5.045.804
Equity 1 January 2021	50.000	50.459	5.000.000	5.100.459
Distributed dividend	0	0	-5.000.000	-5.000.000
Retained earnings for the year	0	8.849.895	0	8.849.895
Extraordinary dividend adopted during the financial year	0	4.700.000	0	4.700.000
Distributed extraordinary dividend adopted during the financial year	0	-4.700.000	0	-4.700.000
	<u>50.000</u>	<u>8.900.354</u>	<u>0</u>	<u>8.950.354</u>

Notes

All amounts in DKK.

	<u>2021</u>	<u>2020</u>
1. Staff costs		
Salaries and wages	2.442.966	1.670.852
Pension costs	343.927	244.164
Other costs for social security	9.368	4.239
	<u>2.796.261</u>	<u>1.919.255</u>
Average number of employees	<u>2</u>	<u>2</u>
2. Tax on net profit or loss for the year		
Tax on net profit or loss for the year	3.944.050	1.425.424
Adjustment of deferred tax for the year	-3.045	-1.697
Adjustment of tax for previous years	2.969	381
	<u>3.943.974</u>	<u>1.424.108</u>

3. Contingencies

Joint taxation

Clifton Technologies ApS was unlimitedly, jointly, and severally liable, along with the former parent company for any obligations to withhold tax on interest, royalties, dividends, and corporate tax under the Danish scheme of joint taxation.

Clifton Technologies ApS has withdrawn from the joint taxation scheme as of 26/7 2021 and is not longer liable for any tax claims against the other jointly taxed companies.

Accounting policies

The annual report for Clifton Technologies ApS has been presented in accordance with the Danish Financial Statements Act regulations concerning reporting class B enterprises. Furthermore, the company has decided to comply with certain rules applying to reporting class C enterprises.

Change in accounting policies for revenue

Company has chosen to apply IFRS 15 as the basis for interpretation in relation to recognition of revenue.

Company will be applying the standard retrospectively with the accumulative effect of the initial application being recognised in equity opening balance, 2020 (full retrospective application).

The change in accounting policies does not lead to any change on net income, total assets or equity for current year and the comparative figures. The change in accounting policies only has effect on the presentation of the Financial Statements due to the limited nature of the business.

Other changes to the accounting policies

Recognition and measurement in general

Income is recognised in the income statement concurrently with its realisation, including the recognition of value adjustments of financial assets and liabilities. Likewise, all costs are recognised in the income statement, including depreciations amortisations, writedowns for impairment, provisions, and reversals due to changes in estimated amounts previously recognised in the income statement.

Assets are recognised in the statement of financial position when it seems probable that future economic benefits will flow to the company and the value of the asset can be reliably measured.

Liabilities are recognised in the statement of financial position when it is seems probable that future economic benefits will flow out of the company and the value of the liability can be reliably measured.

Assets and liabilities are measured at cost at the initial recognition. Hereafter, assets and liabilities are measured as described below for each individual accounting item.

Certain financial assets and liabilities are measured at amortised cost, allowing a constant effective interest rate to be recognised during the useful life of the asset or liability. Amortised cost is recognised as the original cost less any payments, plus/less accrued amortisations of the difference between cost and nominal amount. In this way, capital losses and gains are allocated over the useful life of the liability.

Upon recognition and measurement, allowances are made for such predictable losses and risks which may arise prior to the presentation of the annual report and concern matters that exist on the reporting date.

Accounting policies

Foreign currency translation

Transactions in foreign currency are translated by using the exchange rate prevailing at the date of the transaction. Differences in the rate of exchange arising between the rate at the date of transaction and the rate at the date of payment are recognised in the profit and loss account as an item under net financials. If currency positions are considered to hedge future cash flows, the value adjustments are recognised directly in equity in a fair value reserve.

Receivables, payables, and other foreign currency monetary items are translated using the closing rate. The difference between the closing rate and the rate at the time of the occurrence or initial recognition in the latest financial statements of the receivable or payable is recognised in the income statement under financial income and expenses.

Fixed assets acquired and paid for in foreign currency are measured at the exchange rate prevailing at the date of the transaction.

Income statement

Gross profit

Gross profit comprises revenue, other operating income, and other external expenses.

Revenue

Company will be applying IFRS 15 as its basis of interpretation for the recognition of revenue.

Revenue is recognised when the control of the identifiable individual performance obligations have been performed satisfactorily in respect of the customer whereby the customer gains control of the service. Sales remunerations are allocated proportionally to the individual performance obligations in the agreement.

For online marketing “price per-click-services” the performance obligations are considered satisfied when traffic is directed to a customer’s website as a result of a click on a link to customer’s website.

For “lead generating” the performance obligations are considered satisfied at the time the customer has received lead information.

For “sales commission” the performance obligations are considered satisfied at the time the end client purchase occurs as a result of online traffic directed to the customer.

Other services are also recognized at the time the performance obligations are satisfied.

Revenue is measured at fair value of agreed remunerations, less VAT and expenses. All forms of discount are recognised in revenue.

Accounting policies

Other operating income and expenses

Other operating income and expenses includes items of a secondary nature relative to the enterprise's core business.

Other external expenses

Other external expenses comprise expenses incurred for sales, advertising, administration, premises and loss on receivables.

Staff costs

Staff costs include salaries and wages, including holiday allowances, pensions, and other social security costs, etc., for staff members.

Depreciation, amortisation, and writedown for impairment

Depreciation, amortisation, and writedown for impairment comprise depreciation on, amortisation of, and writedown for impairment of intangible and tangible assets, respectively.

Financial income and expenses

Financial income and expenses are recognised in the income statement with the amounts concerning the financial year. Financial income and expenses comprise interest income and expenses, financial expenses from financial leasing, realised and unrealised capital gains and losses relating to securities, debt and transactions in foreign currency, amortisation of financial assets and liabilities as well as surcharges and reimbursements under the advance tax scheme, etc.

Tax on net profit or loss for the year

Tax for the year comprises the current income tax for the year and changes in deferred tax and is recognised in the income statement with the share attributable to the net profit or loss for the year and directly in equity with the share attributable to entries directly in equity.

Accounting policies

Statement of financial position

Tangible assets

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

The depreciable amount is cost less the expected residual value at the end of the useful life.

Cost comprises the purchase price and any costs directly attributable to the acquisition until the date when the asset is available for use. The cost of self-constructed assets comprises direct and indirect costs of materials, components, sub-suppliers and wages.

Depreciation is done on a straight-line basis according to an assessment of the expected useful life and the residual value of the individual assets:

	Useful life	Residual value
Other fixtures and fittings, tools and equipment	3-5 years	0 %

Minor assets with an expected useful life of less than 1 year are recognised as costs in the income statement in the year of acquisition.

Profit or loss derived from the disposal is measured as the difference between the sales price less selling costs and the carrying amount at the date of disposal. Profit or loss is recognised in the income statement as other operating income or other operating expenses.

Receivables

Receivables are measured at amortised cost, which usually corresponds to nominal value less write-down for bad and doubtful debts.

Cash and cash equivalents

Cash and cash equivalents comprise cash at bank.

Equity

Dividend

Dividend expected to be distributed for the year is recognised as a separate item under equity.

Income tax and deferred tax

Current tax liabilities and current tax receivable are recognised in the statement of financial position as calculated tax on the taxable income for the year, adjusted for tax of previous years' taxable income and for tax paid on account.

Accounting policies

Deferred tax is measured on the basis of temporary differences in assets and liabilities with a focus on the statement of financial position. Deferred tax is measured at net realisable value.

Adjustments take place in relation to deferred tax concerning elimination of unrealised intercompany gains and losses.

Deferred tax assets, including the tax value of tax losses allowed for carryforward, are recognised at the value at which they are expected to be realisable, either by settlement against tax of future earnings or by set-off in deferred tax liabilities within the same legal tax unit. Any deferred net tax assets are measured at net realisable value.

Liabilities other than provisions

Other liabilities concerning payables to suppliers, group enterprises, and other payables are measured at amortised cost which usually corresponds to the nominal value.