

Heartbeats ApS

Prags Boulevard 47, st.

2300 København S

CVR No. 36500875

Annual Report 2018

The Annual Report was presented and adopted at the Annual General Meeting of the Company on 23 May 2019

Trine Bøgelund
Chairman

Heartbeats ApS

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Heartbeats ApS

Management's Statement

Today, Management has considered and adopted the Annual Report of Heartbeats ApS for the financial year 1 January 2018 - 31 December 2018.

The Annual Report is presented 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 of the Company at 31 December 2018 and of the results of the Company's operations for the financial year 1 January 2018 - 31 December 2018.

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

We recommend that the Annual Report be adopted at the Annual General Meeting.

Taastrup, 23 May 2019

Executive Board

Le Rune Gammeltoft
CEO

Supervisory Board

Niels Erik Blangstrup Zibrandtsen

Poul Skøtt

Christian Holm Christensen

Martin Rune Gammeltoft

Independent Auditor's Report

To the shareholders of Heartbeats ApS

Opinion

We have audited the financial statements of Heartbeats ApS for the financial year 1 January 2018 - 31 December 2018, which comprise an income statement, balance sheet and notes. 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 financial position at 31 December 2018 and of the results of its operations for the financial year 1 January 2018 - 31 December 2018 in accordance with the Danish Financial Statements Act.

Basis of opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and additional requirements applicable in Denmark. Our responsibility under those standards and requirements are further described in our auditors' report under "Auditors' responsibility for the audit of the financial statements". As required by the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) and additional requirements applicable in Denmark, we are independent of the Company, and we have fulfilled our other ethical responsibilities in accordance with these requirements. 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 as Management considers 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 either liquidate the Company or suspend operations, or has no realistic alternative but to do so.

The auditor's responsibility for the audit of the financial statements

Our responsibility is to obtain reasonable assurance as to whether the financial statements are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is no guarantee that an audit conducted in accordance with ISAs and additional requirements applicable in Denmark will always detect material misstatements. Misstatements can arise from fraud or error and can be considered material if it would be reasonable to expect that these - either individually or collectively - could influence the economic decisions taken by the users of financial statements on the basis of these financial statements.

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

- * Identify and assess the risk of material misstatements in 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 a material misstatement resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or 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.

Independent Auditor's Report

- * Evaluate whether the accounting policies used are appropriate and whether the accounting estimates and the related disclosures made by Management are reasonable.
- * Conclude on whether Management's use of the going concern basis of accounting in preparing the financial statements is appropriate and, based on the audit evidence obtained, conclude on whether a material uncertainty exists relating to events or conditions, which could 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 auditors' 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 imply that the Company can no longer remain a going concern.
- * Evaluate the overall presentation, structure and contents of the financial statements, including note disclosures, and whether the financial statements reflect the underlying transactions and events in a manner that gives a true and fair view.

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

Statement on 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 opinion providing assurance regarding the Management's review.

Our responsibility in connection with our audit of the financial statements 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 with the knowledge we have gained during the audit, or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether the Management's review meets the disclosure requirements in the Danish Financial Statements Act.

Based on our procedures, we are of the opinion that the Management's review is in accordance with the financial statements and has been prepared in accordance with the requirements in the Danish Financial Statements Act. In our opinion, the Management's review is not materially misstated.

Copenhagen, 23 May 2019

**DELOITTE STATSAUTORISERET
REVISIONSPARTNERSELSKAB**

CVR-no. 33963556

Thomas Rosquist Andersen
State Authorised Public Accountant
mne31482

Heartbeats ApS

Company details

Company	Heartbeats ApS Prags Boulevard 47, st. 2300 København S
CVR No.	36500875
Financial year	1 January 2018 - 31 December 2018
Supervisory Board	Niels Erik Blangstrup Zibrandtsen Poul Skøtt Christian Holm Christensen Martin Rune Gammeltoft
Executive Board	Le Rune Gammeltoft, CEO
Auditors	DELOITTE STATSAUTORISERET REVISIONSPARTNERSELSKAB Weidekampsgade 6 DK-2300 København S CVR-no.: 33963556

Management's Review

The Company's principal activities

The company's main activity is as a media platform. The company has built its own platform as distribution channel for video, sound and text – all produced by the company itself. Furthermore, the company has its own radio channel, which is distributed via web, app and iTunes.

Development in activities and financial matters

The Company's Income Statement of the financial year 1 January 2018 - 31 December 2018 shows a result of DKK -4.643.368 and the Balance Sheet at 31 December 2018 a balance sheet total of DKK 1.759.052 and an equity of DKK -5.054.264.

Management finds the result in accordance with the plan for the year 2018, and is satisfied with the progress and development of the company according to the long term plan. Management believes that progress of 2018 is well within the threshold of the overall plan and therefore the result is considered as satisfactory.

During 2018 half of the company's shareholder capital was lost. The management is aware that the company is subject to the Danish Companies Act on capital losses. The board has presented a plan for recapitalization.

The parent company has in the financial year injected funds of DKK 2.400.

Post financial year events

After the end of the financial year, no events have occurred which may change the financial position of the entity substantially.

Accounting Policies

Reporting Class

The Annual Report of Heartbeats ApS for 2018 has been presented in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class B, with the adoption of individual rules from class C.

The accounting policies applied remain unchanged from last year.

Reporting currency

The Annual Report is presented in Danish kroner.

Translation policies

Transactions in foreign currencies are translated into DKK at the exchange rate prevailing at the date of transaction. Monetary assets and liabilities in foreign currencies are translated into DKK based on the exchange rates prevailing at the balance sheet day. Realised and unrealised foreign exchange gains and losses are included in the Income Statement under Financial Income and Expenses.

General Information

Basis of recognition and measurement

Income is recognised in the Income Statement as it is earned, including value adjustments of financial assets and liabilities that are measured at fair value or amortised cost. 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 accrue 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 attributable to the asset will flow out of the Company, and the value of the liability can be measured reliably.

At initial recognition, assets and liabilities are measured at cost. Subsequently, assets and liabilities are measured as described for each item below.

Income Statement

Gross profit/loss

The Company has decided to aggregate certain items of the Income Statement in accordance with the provisions of Section 32 of the Danish Financial Statements Act.

Revenue

Income from the sale of goods is recognised in the Income Statement from the date of delivery and when the risk has passed to the buyer if it is possible to calculate the income reliably. The revenue is calculated exclusive of VAT, charges and discounts.

Income from delivery of services is recognised as revenue as the service is delivered.

Income from contracts are recognised as revenue as production is carried out whereby revenue corresponds to the selling price of the work performed for the year.

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Accounting Policies

Raw materials and consumables

Expenses for raw materials and consumables comprise the raw materials and consumables consumed to achieve revenue for the enterprise.

Other external expenses

Other external expenses comprise expenses for premises, sales and distribution as well as office expenses, etc.

Staff expenses

Staff expenses comprise wages and salaries, pensions and social security costs.

Amortisation and impairment of tangible and intangible assets

Amortisation and impairment of intangible and tangible assets has been performed based on a continuing assessment of the useful life of the assets in the Company. Non-current assets are amortised on a straight line basis, based on cost, on the basis of the following assessment of useful life and residual values:

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

Profit or loss resulting from the sale of intangible or tangible assets is determined as the difference between the selling price less selling costs and the carrying amount at the date of sale, and is recognised in the Income Statement under depreciations.

Financial income and expenses

Financial income and expenses are recognised in the Income Statement with the amounts that concern the financial year.

Tax on net profit/loss for the year

Tax on net profit/loss for the year comprises current tax on expected taxable income of the year and the year's adjustment of deferred tax less the part of the tax of the year that relates to changes in equity. Current and deferred tax regarding changes in equity is recognised directly in equity. The Company and the Danish associates are taxed jointly. The Danish income tax is distributed between profit- and loss-making Danish enterprises in relation to their taxable income (full distribution).

Balance Sheet

Intangible assets

Clearly defined and identifiable development projects where the technical rate of utilisation, sufficient resources and a potential future market or development potential in the Company are provable and where the intention is to manufacture, market or use the product or process are recognised as intangible assets if the value in use can be determined reliably and it is sufficiently certain that future earnings can cover production, sales and administration costs as well as total development costs.

Other development costs are recognised as costs in the Income Statement as they incur.

Development costs are calculated at the costs directly incurred and a share of the costs attributable to the individual development projects.

An impairment test of acquired intangible assets is performed in the event of indications of a decrease in value. Furthermore, annual impairment tests are performed for ongoing and activated development projects, if any. The impairment test is performed for each individual asset and group of assets, respectively. The assets are written down to the higher of the asset's or asset group's value in use and the net selling price (recoverable amount) in the event that this one is lower than the carrying amount.

Accounting Policies

Tangible assets

Tangible assets are measured at cost plus revaluations, if any, and less accumulated amortisation and impairment losses. Cost comprises the purchase price and costs directly attributable to the purchase until the date when the asset is available for use.

An impairment test of tangible assets is performed in the event of indications of a decrease in value. The impairment test is performed for each individual asset and group of assets, respectively. The assets are written down to the higher of the asset's or asset group's value in use and the net selling price (recoverable amount) in the event that this one is lower than the carrying amount.

Receivables

Receivables are measured at amortised cost which usually corresponds to the nominal value. The value is reduced by write-downs for expected bad debts.

Accrued income, assets

Accrued income recognised in assets comprises prepaid costs regarding subsequent financial years.

Cash and cash equivalents

Cash and cash equivalents comprise cash at bank.

Equity

Proposed dividend for the year is recognised as a separate item in equity.

Deferred tax

Deferred tax and the associated adjustments for the year are determined according to the balance-sheet liability method as the tax base of all temporary differences between carrying amounts and the tax bases of assets and liabilities.

Deferred tax assets, including the tax base of tax losses allowed for carryforward, are recognised at the value at which they are expected to be used, either by elimination in tax on future earnings or by set-off against deferred tax liabilities in enterprises within the same legal entity and jurisdiction.

Deferred tax is measured on the basis of the tax rules and tax rates that will be effective under the legislation applicable at the balance sheet date when the deferred tax is expected to crystallise as current tax.

Current tax liabilities

Current tax liabilities and current tax receivables are recognised in the Balance Sheet as calculated tax on the expected taxable income for the year, adjusted for tax on taxable income for previous years as well as for tax prepaid.

Accruals and deferred income, equity and liabilities

Accruals and deferred income entered as liabilities consist of payments received regarding income in the subsequent financial years.

Contingent assets and liabilities

Contingent assets and liabilities are not recognised in the Balance Sheet but appear only in the notes.

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Income Statement

	Note	2018 kr.	2017 kr.
Gross profit		477.482	167.319
Employee benefits expense	1	-4.889.339	-2.519.355
Depreciation, amortisation expense and impairment losses of property, plant and equipment and intangible assets recognised in profit or loss		-148.819	-59.954
Profit from ordinary operating activities		-4.560.676	-2.411.990
Finance expences	2	-224.998	-156.178
Profit from ordinary activities before tax		-4.785.674	-2.568.168
Tax expense on ordinary activities	3	142.306	96.851
Profit		-4.643.368	-2.471.317
Proposed distribution of results			
Other statutory reserves		449.776	0
Retained earnings		-5.093.144	-2.471.317
Distribution of Profit		-4.643.368	-2.471.317

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Balance Sheet as of 31 December

	Note	2018 kr.	2017 kr.
Assets			
Development projects in progress	4	576.636	0
Intangible assets		576.636	0
Fixtures, fittings, tools and equipment		186.299	120.752
Leasehold improvements		53.392	67.381
Property, plant and equipment		239.691	188.133
Deposits		54.344	54.000
Investments		54.344	54.000
Fixed assets		870.671	242.133
Short-term trade receivables		696.562	653.750
Current deferred tax		9.821	0
Short-term tax receivables from group enterprises		126.860	103.051
Other short-term receivables		9.386	29.683
Prepaid expenses		45.752	174.633
Receivables		888.381	961.117
Current assets		888.381	961.117
Assets		1.759.052	1.203.250

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Balance Sheet as of 31 December

	Note	2018 kr.	2017 kr.
Liabilities and equity			
Contributed capital	5	100.000	50.000
Reserve for development expenditure	6	449.776	0
Retained earnings	7	-5.604.040	-2.860.895
Equity		-5.054.264	-2.810.895
Trade payables		233.630	435.827
Payables to group enterprises		6.011.061	2.445.042
Other payables		567.625	558.276
Deferred income, liabilities		1.000	575.000
Short-term liabilities other than provisions		6.813.316	4.014.145
Liabilities other than provisions within the business		6.813.316	4.014.145
Liabilities and equity		1.759.052	1.203.250
Contingent liabilities	8		
Ownership	9		

Notes

	2018	2017
1. Employee benefits expense		
Wages and salaries	4.560.231	2.354.200
Post-employment benefit expense	145.731	49.094
Social security contributions	64.394	-13.664
Other employee expense	118.983	129.725
	<u>4.889.339</u>	<u>2.519.355</u>
Average number of employees	<u>11</u>	<u>6</u>
2. Finance expenses		
Finance expenses arising from group enterprises	222.900	147.000
Other finance expenses	2.098	9.178
	<u>224.998</u>	<u>156.178</u>
3. Tax expense		
Calculated tax on taxable income of the year	0	103.051
Adjustment of deferred tax	142.306	-6.200
	<u>142.306</u>	<u>96.851</u>

4. Development projects in progress

Heartbeats has treated certain cost as development cost in the Annual Report. The development costs are related to the development of the company's unique platform. Management expects the value of the development cost will carry value for many years as the business model is centered around the new platform. The company possess the required knowledge and technical capacity to complete the project.

Notes

	2018	2017
5. Contributed capital		
Balance at the beginning of the year	50.000	50.000
Additions during the year	50.000	0
Balance at the end of the year	100.000	50.000
6. Reserve for development expenditure		
Additions during the year	449.776	0
Balance at the end of the year	449.776	0
7. Retained earnings		
Balance at the beginning of the year	-2.860.896	-389.578
Additions during the year	-5.093.144	-2.471.317
Capital increase	2.350.000	0
Balance at the end of the year	-5.604.040	-2.860.895

8. Contingent liabilities

The group companies are jointly and severally liable for tax on the jointly taxed incomes etc of the Group. The amount of corporation tax payable in the period 1st January – 31st December is disclosed in the Annual Report of LNZ Holding Zibra 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 and tax on unearned income. Any subsequent adjustments of corporation taxes and withholding taxes may increase the Company's liability.

9. Ownership

HEARTBEATS ApS is included in the consolidated financial statement of:

LNZ Holding Zibra ApS
Høveltevej 67
DK-3460 Birkerød
CVR-no. 39 18 89 96