

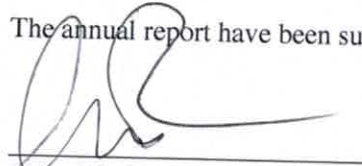
Pagobox ApS
Skelbækgade 2-4, 6., 1717 Copenhagen

Company reg. no. 36 53 86 86

Annual report

1 January - 31 December 2016

The annual report have been submitted and approved by the general meeting on the 7 April 2017.



Jeppe Rindom
Chairman of the meeting

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Notes:

- To ensure the greatest possible applicability of this document, British 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 %.

Management's report

The board of directors and the executive board have today presented the annual report of Pagobox ApS for the financial year 1 January to 31 December 2016.

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

We consider the accounting policies used appropriate, and in our opinion the annual accounts provide a true and fair view of the company's assets and liabilities and its financial position as on 31 December 2016 and of the company's results of its activities in the financial year 1 January to 31 December 2016.

We are of the opinion that the management's review includes a fair description of the issues dealt with.


The annual report is recommended for approval by the general meeting.

Copenhagen, 7 April 2017

Executive board

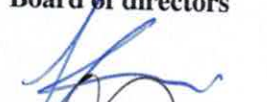


Jeppe Rindom

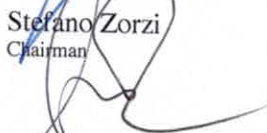


Niccolo Perra

Board of directors



Stefano Zorzi
Chairman



Jeppe Rindom



Niccolo Perra



Johan Erik Larsson Brenner

Independent auditor's report

To the shareholders of Pagobox ApS

Opinion

We have audited the annual accounts of Pagobox ApS for the financial year 1 January to 31 December 2016, which comprise accounting policies used, profit and loss account, balance sheet and notes. The annual accounts are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the annual accounts give a true and fair view of the company's assets, liabilities and financial position at 31 December 2016 and of the results of the company's operations for the financial year 1 January to 31 December 2016 in accordance with the Danish Financial Statements Act.

Basis for opinion

We conducted our audit in accordance with international standards on auditing and the additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the below section "Auditor's responsibilities for the audit of the annual accounts". We are independent of the company in accordance with international ethics standards for accountants (IESBA's Code of Ethics) and the additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these standards and requirements. We believe that the audit evidence obtained is sufficient and appropriate to provide a basis for our opinion.

The management's responsibilities for the annual accounts

The management is responsible for the preparation of annual accounts that give a true and fair view in accordance with the Danish Financial Statements Act. The management is also responsible for such internal control as the management determines is necessary to enable the preparation of annual accounts that are free from material misstatement, whether due to fraud or error.

In preparing the annual accounts, the management is responsible for evaluating the company's ability to continue as a going concern, and, when relevant, disclosing matters related to going concern and using the going concern basis of accounting when preparing the annual accounts, unless the management either intends to liquidate the company or to cease operations, or if it has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the annual accounts

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

As part of an audit conducted in accordance with international standards on auditing and the additional requirements applicable in Denmark, we exercise professional evaluations and maintain professional scepticism throughout the audit. We also:

Independent auditor's report

- Identify and assess the risks of material misstatement in the annual accounts, whether due to fraud or error, design and perform audit procedures in response 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 the risk of not detecting a misstatement resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of the 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 by the management and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of the management's preparation of the annual accounts being based on the going concern principle and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may raise significant doubt about 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 annual accounts 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 annual accounts, including the disclosures in the notes, and whether the annual accounts 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 the internal control that we identify during our audit.

Statement on the management's review

The management is responsible for the management's review.

Our opinion on the annual accounts does not cover the management's review, and we do not express any kind of assurance opinion on the management's review.

In connection with our audit of the annual accounts, our responsibility is to read the management's review and in that connection consider whether the management's review is materially inconsistent with the annual accounts or our knowledge obtained during the audit, or whether it otherwise appears to contain material misstatement.

Independent auditor's report

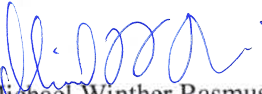
Furthermore, it is our responsibility to consider whether the management's review provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, we believe that the management's review is in accordance with the annual accounts and that it has been prepared in accordance with the requirements of the Danish Financial Statement Acts. We did not find any material misstatement in the management's review.

Copenhagen, 7 April 2017

Grant Thornton

State Authorised Public Accountants
Company reg. no. 34 20 99 36



Michael Winther Rasmussen
State Authorised Public Accountant



Jacob Helly Juell-Hansen
State Authorised Public Accountant

Company data

The company

Pagobox ApS
Skelbækgade 2-4, 6,
1717 Copenhagen

Company reg. no. 36 53 86 86
Established: 3 February 2015
Financial year: 1 January - 31 December

Board of directors

Stefano Zorzi, Chairman
Niccolo Perra
Johan Erik Larsson Brenner
Jeppe Rindom

Executive board

Jeppe Rindom
Niccolo Perra

Auditors

Grant Thornton, State Authorized Public Accountants
Stockholmsgade 45
2100 København Ø

Management's review

The principal activities of the company

The company's main activity is to develop and provide a platform for handling payment solutions for companies.

Development in activities and financial matters

The results from ordinary activities after tax are DKK -7.250.755 against DKK -1.357.000 last year. The result is in accordance with the management's expectations.

Events subsequent to the financial year

No events have occurred subsequent to the balance sheet date, which would have material impact on the financial position of the company.

Accounting policies used

The annual report for Pagobox ApS is presented in accordance with those regulations of the Danish Financial Statements Act concerning companies identified as class B enterprises.

The accounting policies used are unchanged compared to last year, and the annual accounts are presented in Danish kroner (DKK).

Recognition and measurement in general

Income is recognised in the profit and loss account concurrently with its realisation. Likewise, all costs, these including depreciation, amortisation, writedown, provisions, and reversals which are due to changes in estimated amounts previously recognised in the profit and loss account are recognised in the profit and loss account.

Assets are recognised in the balance sheet when the company is liable to achieve future, financial benefits and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when the company is liable to lose future, financial benefits and the value of the liability can be measured reliably.

At the first recognition, assets and liabilities are measured at cost. Later, assets and liabilities are measured as described below for each individual accounting item.

At recognition and measurement, such predictable losses and risks are taken into consideration, which may appear before the annual report is presented, and which concerns matters existing on the balance sheet date.

The profit and loss account

Gross loss

The gross loss comprises the net turnover, direct costs and other external costs.

Other external costs comprise costs for sales, advertisement, administration and premises.

Staff costs

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

Net financials

Net financials comprise interests. Financial income and expenses are recognised in the profit and loss account with the amounts that concerns the financial year.

Accounting policies used

Tax of the results for the year

The tax for the year comprises the current tax for the year and the changes in deferred tax, and it is recognised in the profit and loss account with the share referring to the results for the year and directly in the equity with the share referring to entries directly on the equity.

The balance sheet

Debtors

Debtors are measured at amortised cost which usually corresponds to face value. In order to meet expected losses, writedown takes place at the net realisable value.

Available funds

Available funds comprise cash at bank and in hand.

Corporate tax and deferred tax

Current tax receivable and tax liabilities are recognised in the balance sheet at the amount calculated on the basis of the expected taxable income for the year adjusted for tax on previous years' taxable income and prepaid taxes. Tax receivable and tax liabilities are set off to the extent that legal right of set-off exists and if the items are expected to be settled net or simultaneously.

Liabilities

Other liabilities are measured at amortised cost which usually corresponds to the nominal value.

Profit and loss account 1 January - 31 December

Amounts concerning 2016: DKK.

Amounts concerning 2015: DKK in thousands.

<u>Note</u>	<u>2016</u>	<u>2015</u>
Gross loss	-2.369.972	-865
1 Staff costs	-4.676.651	-617
Operating profit	-7.046.623	-1.482
2 Other financial costs	-726.361	-109
Results before tax	-7.772.984	-1.591
Tax on ordinary results	522.229	234
Results for the year	-7.250.755	-1.357
 Proposed distribution of the results:		
Allocated from results brought forward	-7.250.755	-1.357
Distribution in total	-7.250.755	-1.357

Balance sheet 31 December

Amounts concerning 2016: DKK.

Amounts concerning 2015: DKK in thousands.

Assets	2016	2015
Note	<u> </u>	<u> </u>
Current assets		
Receivable corporate tax	668.388	234
Other debtors	21.829.783	42
Debtors in total	<u>22.498.171</u>	<u>276</u>
Available funds	<u>7.261.360</u>	<u>4.722</u>
Current assets in total	<u>29.759.531</u>	<u>4.998</u>
Assets in total	<u>29.759.531</u>	<u>4.998</u>

Balance sheet 31 December

Amounts concerning 2016: DKK.

Amounts concerning 2015: DKK in thousands.

Note	<u>2016</u>	<u>2015</u>
Equity and liabilities		
Equity		
3 Contributed capital	92.356	71
5 Results brought forward	20.518.398	1.523
Equity in total	<u>20.610.754</u>	<u>1.594</u>
Liabilities		
Debt to associated enterprises	0	203
Other debts	8.177.011	2.977
Long-term liabilities in total	<u>8.177.011</u>	<u>3.180</u>
Trade creditors	425.051	131
Other debts	546.715	93
Short-term liabilities in total	<u>971.766</u>	<u>224</u>
Liabilities in total	<u>9.148.777</u>	<u>3.404</u>
Equity and liabilities in total	<u>29.759.531</u>	<u>4.998</u>

6 Contingencies

Notes

Amounts concerning 2016: DKK.

Amounts concerning 2015: DKK in thousands.

	<u>2016</u>	<u>2015</u>
1. Staff costs		
Salaries and wages	4.355.722	569
Pension costs	17.910	0
Other costs for social security	17.577	5
Other staff costs	<u>285.442</u>	<u>43</u>
	<u>4.676.651</u>	<u>617</u>
2. Other financial costs		
Other financial costs	<u>726.361</u>	<u>109</u>
	<u>726.361</u>	<u>109</u>

Notes

Amounts concerning 2016: DKK.

Amounts concerning 2015: DKK in thousands.

	<u>31/12 2016</u>	<u>31/12 2015</u>
3. Contributed capital		
Contributed capital 1 January 2016	71.429	50
Cash capital increase	<u>20.927</u>	<u>21</u>
	<u>92.356</u>	<u>71</u>
4. Share premium account		
Share premium for the year	26.246.923	2.879
Dissolution of share premium for the year	<u>-26.246.923</u>	<u>-2.879</u>
	<u>0</u>	<u>0</u>
5. Results brought forward		
Results brought forward 1 January 2016	1.522.230	0
Profit or loss for the year brought forward	-7.250.755	-1.357
Issue of warrants	0	1
Distributed from share premium	<u>26.246.923</u>	<u>2.879</u>
	<u>20.518.398</u>	<u>1.523</u>
6. Contingencies		
Contingent liabilities		DKK in thousands
Rent commitments		<u>173</u>
Contingent liabilities in total		<u>173</u>