

OrderYOYO ApS
Masnedøgade 26
2100 København Ø
Central Business Registration
No 36704608

Annual report 2019

The Annual General Meeting adopted the annual report on 26.08.2020

Chairman of the General Meeting

Name: Kristian Lykkeholm Klausen

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Entity details

Entity

OrderYOYO ApS
Masnedøgade 26
2100 København Ø

Central Business Registration No (CVR): 36704608
Registered in: København
Financial year: 01.01.2019 - 31.12.2019

Board of Directors

Jesper Johansen, chairman
Ulla Brockenhuus-Schack
Preben Damgaard Nielsen
Theis Regner Riber Søndergaard
Jacob Christian Bratting Pedersen

Executive Board

Søren Gammelgaard

Auditors

Deloitte Statsautoriseret Revisionspartnerselskab
Weidekampsgade 6
2300 København S

Statement by Management on the annual report

The Board of Directors and the Executive Board have today considered and approved the annual report of OrderYOYO ApS for the financial year 01.01.2019 - 31.12.2019.

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 Entity's financial position at 31.12.2019 and of the results of its operations for the financial year 01.01.2019 - 31.12.2019.

We believe that the management commentary contains a fair review of the affairs and conditions referred to therein.

We recommend the annual report for adoption at the Annual General Meeting.

Copenhagen, 26.08.2020

Executive Board

Søren Gammelgaard

Board of Directors

Jesper Johansen
chairman

Ulla Brockenhuus-Schack

Preben Damgaard Nielsen

Theis Regner Riber
Søndergaard

Jacob Christian Bratting
Pedersen

Independent auditor's report

To the shareholders of OrderYOYO ApS

Opinion

We have audited the consolidated financial statements and the parent financial statements of OrderYOYO ApS for the financial year 01.01.2019 - 31.12.2019, which comprise the income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies, for the Group as well as the Parent. The consolidated financial statements and the parent financial statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the consolidated financial statements and the parent financial statements give a true and fair view of the Group's and the Parent's financial position at 31.12.2019, and of the results of their operations for the financial year 01.01.2019 - 31.12.2019 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 consolidated financial statements and the parent financial statements section of this auditor's report. We are independent of the Group in accordance with the International Ethics Standards Board of Accountants' Code of Ethics for Professional Accountants (IESBA Code) and the additional requirements applicable in Denmark, 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 responsibilities for the consolidated financial statements and the parent financial statements

Management is responsible for the preparation of consolidated financial statements and parent 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 consolidated financial statements and parent financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the consolidated financial statements and the parent financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements and the parent 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 consolidated

Independent auditor's report

financial statements and these parent 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 consolidated financial statements and the parent 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 Group's and the Parent'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 consolidated financial statements and the parent 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 Group's and the Parent'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 consolidated financial statements and the parent 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 Group and the Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements and the parent financial statements, including the disclosures in the notes, and whether the consolidated financial statements and the parent financial statements represent the underlying transactions and events in a manner that gives a true and fair view.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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 commentary

Management is responsible for the management commentary.

Independent auditor's report

Our opinion on the consolidated financial statements and the parent financial statements does not cover the management commentary, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements and the parent financial statements, our responsibility is to read the management commentary and, in doing so, consider whether the management commentary is materially inconsistent with the consolidated financial statements and the parent financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether the management commentary provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, we conclude that the management commentary is in accordance with the consolidated financial statements and the parent 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 commentary.

Copenhagen, 26.08.2020

Deloitte

Statsautoriseret Revisionspartnerselskab
Central Business Registration No (CVR) 33963556

Bjørn Winkler Jakobsen
State Authorised Public Accountant
Identification No (MNE) mne32127

Mads Juul Hansen
State Authorised Public Accountant
Identification No (MNE) mne44386

Management commentary

Primary activities

To hold investments in other companies and to do business with development, production, sale and marketing of white label order platforms and other e-commerce related software in the restaurant take-away industry.

Development in activities and finances

The loss before tax for 2019 of T.DKK 28.292, is as expected in a year where the business has grown significantly due to investment in acquisition of new customers, further investment in product software supporting the primary activities and an organisational transformation. Orders and restaurant's gross merchant value generated through the white label order almost doubled in 2019 compared to 2018.

The balance of the parent company totals T.DKK 37.487 with an equity of T.DKK 9.538.

Events after the balance sheet date

No events have occurred after the balance sheet date to this date, which would influence the evaluation of this annual report.

After the balance sheet date, Company has raised equity financing from existing investors of DKK 9M paid in the beginning of February. In addition, the Company secured an option to draw an additional loan facility from Vækstfonden of DKK 5M under certain covenants. The Company expects to exercise this option and draw the DKK 5M loan facility during 2020.

The additional funding supports the Company's transition initiated mid-year 2019, which builds an organisational foundation for further growth in 2020 and onwards. Hence, the additional funding assigns a sufficient cash buffer throughout 2020.

The takeaway industry has been positively impacted by Covid-19 in H1-2020 with the general shift to e-commerce including online ordering for take-away. Accordingly, the Company is expecting the growth in 2019 to continue for the full year of 2020.

Consolidated income statement for 2019

	<u>Notes</u>	<u>2019 DKK'000</u>	<u>2018 DKK'000</u>
Gross profit		7.574	3.542
Staff costs	2	(34.931)	(27.189)
Depreciation, amortisation and impairment losses	3	(211)	(128)
Other operating expenses		(101)	0
Operating profit/loss		(27.669)	(23.775)
Other financial income		1.230	12
Other financial expenses	4	(1.853)	(2.070)
Profit/loss before tax		(28.292)	(25.833)
Tax on profit/loss for the year	5	3.026	2.368
Profit/loss for the year		(25.266)	(23.465)
Proposed distribution of profit/loss			
Retained earnings		(25.266)	(23.465)
		(25.266)	(23.465)

Consolidated balance sheet at 31.12.2019

	<u>Notes</u>	<u>2019 DKK'000</u>	<u>2018 DKK'000</u>
Other fixtures and fittings, tools and equipment		906	438
Property, plant and equipment	6	<u>906</u>	<u>438</u>
Deposits		372	158
Fixed asset investments	7	<u>372</u>	<u>158</u>
Fixed assets		<u>1.278</u>	<u>596</u>
Manufactured goods and goods for resale		665	1.147
Inventories		<u>665</u>	<u>1.147</u>
Trade receivables		3.978	2.633
Other receivables		1.102	1.611
Income tax receivable		3.026	3.635
Prepayments		951	969
Receivables		<u>9.057</u>	<u>8.848</u>
Cash		<u>7.332</u>	<u>10.227</u>
Current assets		<u>17.054</u>	<u>20.222</u>
Assets		<u>18.332</u>	<u>20.818</u>

Consolidated balance sheet at 31.12.2019

	<u>Notes</u>	<u>2019 DKK'000</u>	<u>2018 DKK'000</u>
Contributed capital		222	182
Retained earnings		(12.914)	(6.556)
Equity		(12.692)	(6.374)
Convertible and dividend-yielding debt instruments		459	299
Other payables	8	18.446	15.000
Non-current liabilities other than provisions		18.905	15.299
Convertible and dividend-yielding debt instruments		0	1.145
Trade payables		2.455	2.017
Other payables	9	9.664	8.731
Current liabilities other than provisions		12.119	11.893
Liabilities other than provisions		31.024	27.192
Equity and liabilities		18.332	20.818
Going concern	1		
Contingent liabilities	10		
Group relations	11		

Consolidated statement of changes in equity for 2019

	Contributed capital DKK'000	Retained earnings DKK'000	Total DKK'000
Equity beginning of year	182	(6.556)	(6.374)
Increase of capital	40	19.960	20.000
Exchange rate adjustments	0	(1.052)	(1.052)
Profit/loss for the year	0	(25.266)	(25.266)
Equity end of year	222	(12.914)	(12.692)

Notes to consolidated financial statements

1. Going concern

Management has presented the financial statements on the assumption that the Company is going concern. In february 2020 the capital has been increased and thus the contributed capital amounts to T.DKK 244 and the equity has been increased by a total of T.DKK 9.000.

	2019 DKK'000	2018 DKK'000
2. Staff costs		
Wages and salaries	33.584	26.613
Other social security costs	0	(16)
Other staff costs	1.347	592
	34.931	27.189
Average number of employees	81	83
	2019 DKK'000	2018 DKK'000
3. Depreciation, amortisation and impairment losses		
Depreciation of property, plant and equipment	161	128
Profit/loss from sale of intangible assets and property, plant and equipment	50	0
	211	128
	2019 DKK'000	2018 DKK'000
4. Other financial expenses		
Other interest expenses	1.622	977
Exchange rate adjustments	47	931
Other financial expenses	184	162
	1.853	2.070
	2019 DKK'000	2018 DKK'000
5. Tax on profit/loss for the year		
Current tax	(3.026)	(2.368)
	(3.026)	(2.368)

Notes to consolidated financial statements

	Other fixtures and fittings, tools and equipment DKK'000	
6. Property, plant and equipment		
Cost beginning of year		698
Additions		690
Disposals		(89)
Cost end of year		1.299
Depreciation and impairment losses beginning of year		(260)
Depreciation for the year		(161)
Reversal regarding disposals		28
Depreciation and impairment losses end of year		(393)
Carrying amount end of year		906
		Deposits DKK'000
7. Fixed asset investments		
Cost beginning of year		158
Additions		369
Disposals		(155)
Cost end of year		372
Carrying amount end of year		372
	2019 DKK'000	2018 DKK'000
8. Other long-term payables		
Holiday pay obligation	621	0
Other costs payable	17.825	15.000
	18.446	15.000
	2019 DKK'000	2018 DKK'000
9. Other short-term payables		
VAT and duties	1.356	616
Wages and salaries, personal income taxes, social security costs, etc payable	1.707	2.129
Other costs payable	6.601	5.986
	9.664	8.731

Notes to consolidated financial statements

10. Contingent liabilities

The company has undertaken lease agreements. The obligation constitutes T.DKK 3.348 as of 31.12.2019.

11. Group relations

Name and registered office of the Parent preparing consolidated financial statements for the largest group:
OrderYOYO ApS, VAT-no: 36704608, Denmark

Name and registered office of the Parent preparing consolidated financial statements for the smallest group:
OrderYOYO ApS, VAT-no: 36704608, Denmark

Parent income statement for 2019

	<u>Notes</u>	<u>2019 DKK'000</u>	<u>2018 DKK'000</u>
Gross profit		4.153	3.712
Staff costs	2	(24.954)	(20.734)
Depreciation, amortisation and impairment losses	3	(259)	(111)
Other operating expenses		(101)	(192)
Operating profit/loss		(21.161)	(17.325)
Other financial income	4	743	439
Other financial expenses	5	(1.811)	(1.573)
Profit/loss before tax		(22.229)	(18.459)
Tax on profit/loss for the year	6	3.026	2.368
Profit/loss for the year		(19.203)	(16.091)
Proposed distribution of profit/loss			
Retained earnings		(19.203)	(16.091)
		(19.203)	(16.091)

Parent balance sheet at 31.12.2019

	<u>Notes</u>	<u>2019 DKK'000</u>	<u>2018 DKK'000</u>
Other fixtures and fittings, tools and equipment		703	306
Property, plant and equipment	7	703	306
Investments in group enterprises		187	187
Deposits		369	155
Fixed asset investments	8	556	342
Fixed assets		1.259	648
Manufactured goods and goods for resale		106	635
Inventories		106	635
Trade receivables		1.325	984
Receivables from group enterprises		28.591	18.501
Other receivables		1.658	2.233
Income tax receivable		3.026	3.635
Prepayments		618	529
Receivables		35.218	25.882
Cash		904	4.949
Current assets		36.228	31.466
Assets		37.487	32.114

Parent balance sheet at 31.12.2019

	<u>Notes</u>	<u>2019 DKK'000</u>	<u>2018 DKK'000</u>
Contributed capital		222	182
Retained earnings		9.316	8.559
Equity		9.538	8.741
Other payables	9	18.446	15.000
Non-current liabilities other than provisions		18.446	15.000
Current portion of long-term liabilities other than provisions		2.175	1.145
Trade payables		2.232	1.759
Other payables	10	5.096	5.469
Current liabilities other than provisions		9.503	8.373
Liabilities other than provisions		27.949	23.373
Equity and liabilities		37.487	32.114
Going concern	1		
Contingent assets	11		
Contingent liabilities	12		

Parent statement of changes in equity for 2019

	Contributed capital DKK'000	Retained earnings DKK'000	Total DKK'000
Equity beginning of year	182	8.559	8.741
Increase of capital	40	19.960	20.000
Profit/loss for the year	0	(19.203)	(19.203)
Equity end of year	222	9.316	9.538

Notes to parent financial statements

1. Going concern

Management has presented the financial statements on the assumption that the Company is going concern. In february 2020 the capital has been increased and thus the contributed capital amounts to T.DKK 244 and the equity has been increased by a total of T.DKK 9.000.

	2019 DKK'000	2018 DKK'000
2. Staff costs		
Wages and salaries	23.723	20.227
Other social security costs	0	(16)
Other staff costs	1.231	523
	24.954	20.734
Average number of employees	52	46
	2019 DKK'000	2018 DKK'000
3. Depreciation, amortisation and impairment losses		
Depreciation of property, plant and equipment	209	111
Profit/loss from sale of intangible assets and property, plant and equipment	50	0
	259	111
	2019 DKK'000	2018 DKK'000
4. Other financial income		
Financial income arising from group enterprises	728	419
Other interest income	1	1
Exchange rate adjustments	14	19
	743	439
	2019 DKK'000	2018 DKK'000
5. Other financial expenses		
Other interest expenses	1.622	977
Exchange rate adjustments	53	460
Other financial expenses	136	136
	1.811	1.573

Notes to parent financial statements

	2019 DKK'000	2018 DKK'000
6. Tax on profit/loss for the year		
Current tax	(3.026)	(2.368)
	(3.026)	(2.368)
		Other fixtures and fittings, tools and equipment DKK'000
7. Property, plant and equipment		
Cost beginning of year		549
Additions		667
Disposals		(89)
Cost end of year		1.127
Depreciation and impairment losses beginning of year		(243)
Depreciation for the year		(209)
Reversal regarding disposals		28
Depreciation and impairment losses end of year		(424)
Carrying amount end of year		703
	Invest- ments in group enterprises DKK'000	Deposits DKK'000
8. Fixed asset investments		
Cost beginning of year	187	155
Additions	0	369
Disposals	0	(155)
Cost end of year	187	369
Carrying amount end of year	187	369

A specification of investments in subsidiaries is evident from the notes to the consolidated financial statements.

Notes to parent financial statements

	2019 DKK'000	2018 DKK'000
9. Other long-term payables		
Holiday pay obligation	621	0
Other costs payable	17.825	15.000
	18.446	15.000
	2019 DKK'000	2018 DKK'000
10. Other payables		
VAT and duties	0	4
Wages and salaries, personal income taxes, social security costs, etc payable	1.697	2.103
Accrued interest	459	299
Other costs payable	2.940	3.063
	5.096	5.469

11. Contingent assets

The company has a deferred tax asset that amounts to T.DKK 7.919 which has not been capitalized due to the uncertainty of when the company is able to use the asset.

12. Contingent liabilities

The company has undertaken lease agreements. The obligation constitutes T.DKK 3.348 as of 31.12.2019.

Accounting policies

Reporting class

This annual report has been presented in accordance with the provisions of the Danish Financial Statements Act governing reporting class B enterprises with addition of certain provisions for reporting class C.

The accounting policies applied to these consolidated financial statements and parent financial statements are consistent with those applied last year.

Consolidated financial statements

The consolidated financial statements comprise the Parent and the group enterprises (subsidiaries) that are controlled by the Parent. Control is achieved by the Parent, either directly or indirectly, holding more than 50% of the voting rights or in any other way possibly or actually exercising controlling influence.

Basis of consolidation

The consolidated financial statements are prepared on the basis of the financial statements of the Parent and its subsidiaries. The consolidated financial statements are prepared by combining uniform items. On consolidation, intra-group income and expenses, intra-group accounts and dividends as well as profits and losses on transactions between the consolidated enterprises are eliminated. The financial statements used for consolidation have been prepared applying the Group's accounting policies.

Subsidiaries' financial statement items are recognised in full in the consolidated financial statements. Investments in subsidiaries are offset at the pro rata share of such subsidiaries' net assets at the acquisition date, with net assets having been calculated at fair value.

Income statement

Gross profit or loss

Gross profit or loss comprises revenue, other operating income, cost of raw materials and consumables and external expenses.

Revenue

Revenue from the sale of services is recognised in the income statement when delivery is made to the buyer. Revenue is recognised net of VAT, duties and sales discounts and is measured at fair value of the consideration fixed.

Other operating income

Other operating income comprises income of a secondary nature as viewed in relation to the Entity's primary activities.

Cost of sales

Cost of sales comprises goods consumed in the financial year measured at cost, adjusted for ordinary inventory writedowns.

Other external expenses

Other external expenses include expenses relating to the Entity's ordinary activities, including expenses for

Accounting policies

premises, stationery and office supplies, marketing costs, etc. This item also includes writedowns of receivables recognised in current assets.

Staff costs

Staff costs comprise salaries and wages as well as social security contributions, pension contributions, etc for entity staff.

Depreciation, amortisation and impairment losses

Depreciation, amortisation and impairment losses relating to property, plant and equipment comprise depreciation, amortisation and impairment losses for the financial year, as well as gains and losses from the sale of property, plant and equipment.

Other operating expenses

Other operating expenses comprise expenses of a secondary nature as viewed in relation to the Entity's primary activities.

Other financial income

Other financial income comprises dividends etc received on other investments, interest income, including interest income on receivables from group enterprises, net capital or exchange gains on securities, payables and transactions in foreign currencies, amortisation of financial assets as well as tax relief under the Danish Tax Prepayment Scheme etc.

Other financial expenses

Other financial expenses comprise interest expenses, including interest expenses on payables to group enterprises, net capital or exchange losses on securities, payables and transactions in foreign currencies, amortisation of financial liabilities as well as tax surcharge under the Danish Tax Prepayment Scheme etc.

Tax on profit/loss for the year

Tax for the year, which consists of current tax for the year and changes in deferred tax, is recognised in the income statement by the portion attributable to the profit for the year and recognised directly in equity by the portion attributable to entries directly in equity.

Balance sheet

Property, plant and equipment

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

Cost comprises the acquisition price, costs directly attributable to the acquisition and preparation costs of the asset until the time when it is ready to be put into operation.

The basis of depreciation is cost less estimated residual value after the end of useful life. Straight-line depreciation is made on the basis of the following estimated useful lives of the assets:

Other fixtures and fittings, tools and equipment

3 years

Accounting policies

Estimated useful lives and residual values are reassessed annually.

Items of property, plant and equipment are written down to the lower of recoverable amount and carrying amount.

Investments in group enterprises

Investments in group enterprises are measured at cost. Investments are written down to the lower of recoverable amount and carrying amount.

Inventories

Inventories are measured at the lower of cost using the FIFO method and net realisable value.

Cost consists of purchase price plus delivery costs.

The net realisable value of inventories is calculated as the estimated selling price less completion costs and costs incurred to execute sale.

Receivables

Receivables are measured at amortised cost, usually equalling nominal value less writedowns for bad and doubtful debts.

Income tax payable or receivable

Current tax payable or receivable is recognised in the balance sheet, stated as tax calculated on this year's taxable income, adjusted for prepaid tax.

Prepayments

Prepayments comprise incurred costs relating to subsequent financial years. Prepayments are measured at cost.

Cash

Cash comprises cash in hand and bank deposits.

Operating leases

Lease payments on operating leases are recognised on a straight-line basis in the income statement over the term of the lease.

Other financial liabilities

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