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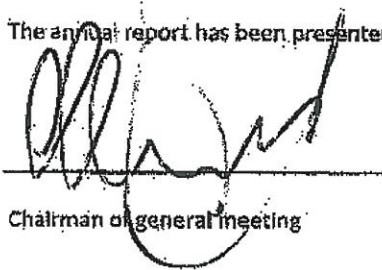
## **InPlay ApS**

**Spotorno Alle 8 st.  
2630 Taastrup**

**CVR.no. 36 70 87 51**

**Annual report 2016**

The annual report has been presented and approved on the Company's ordinary general meeting on 19/5 2017



Chairman of general meeting



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**COMPANY DETAILS**

<b>Reporting entity</b>	InPlay ApS Spotorno Alle 8 st. 2630 Taastrup	
	CVR no.:	36 70 87 51
	Date of foundation:	April 10, 2015
	Registered office:	Taastrup
	Reporting period:	1 January 2016 - 31 December 2016
<b>Board of Directors</b>	Leo Noer, chairman Stephen Edward Gardner Michael Bernard Hornung Mark Adrian Locke	
<b>Executive Board</b>	Leo Noer, director	
<b>Company auditors</b>	Kallermann Revision A/S - statsautoriseret revisionsfirma Stationspladsen 1 og 3 3000 Helsingør	
	CVR no.:	30 19 52 64

**STATEMENT BY MANAGEMENT ON THE ANNUAL REPORT**

The Board of Directors and the Executive Board have today considered and approved the annual report for the financial year 1 January - 31 December 2016 for InPlay ApS.

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 Company's financial position at 31 December 2016 and of its financial performance for the financial year 1 January - 31 December 2016.

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.

Taastrup, 1 May 2017

**Executive board**

Leo Noer  
director

**Board of Directors**

Leo Noer  
chairman

Mark Adrian Locke

  
Stephen Edward Gardner  
Michael Bernard Hornung

## INDEPENDENT AUDITOR'S REPORT

### To the shareholders of InPlay ApS

#### Opinion

We have audited the Financial Statements of InPlay ApS for the financial year 1 January - 31 December 2016, which comprise income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies, for the Company. 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 2016 and of the result of the Company's operations for the financial year 1 January - 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 (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' 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 rules and requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Material uncertainty concerning going concern

Without qualifying our opinion, we refer to the annual report note 1 and the Management's review "Outlook", which states that the Company's Management has made sure, that the financing of the operations for the coming year has been guaranteed.

#### 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 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 Responsibility 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 of accounting information 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 judgment and maintain professional skepticism 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

**INDEPENDENT AUDITOR'S REPORT**

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.

**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, we conclude that Management's Review is in accordance with the Financial Statements and has been prepared in accordance with the requirements of the Danish Financial Statement Act. We did not identify any material misstatement of Management's Review.

Elsinore, 1 May 2017

CVR no. 30 19 52 64

Kallermann Revision A/S - statsautoriseret revisionsfirma



Peter Kallermann

State Authorized Public Accountant

## **MANAGEMENT'S REVIEW**

### **Primary activities**

The primary activities comprise collecting and reselling sports data.

### **Uncertainty relating to recognition and measurement**

The financial report is not affected by uncertainty in recognition and measurement.

### **Development in activities and finances**

The result for the year shows a loss of 14.762.636 DKK, which is considered to be unsatisfactory. The equity amounts to -23.905.270 DKK at 31 December 2016.

### **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.

### **Outlook**

Genius Sports Group Limited has declared to supply sufficient liquidity, so that the Company at least may continue operations the next 12 months, and they will not demand existing receivables settled before the Company's financial situation has been improved.

On basis of this statement of support and the Management's evaluation of the Company's possibilities of future revenue it is the Management's opinion, that the Company may continue its operations, and the annual report is presented according to the going concern principles.

## **ANNUAL REPORT**

### **ACCOUNTING POLICIES**

This annual report of InPlay ApS for 2016 has been presented in accordance with the provisions of the Danish Financial Statements Act governing reporting class B enterprises with additional choice of a few rules from class C enterprises.

The accounting policies applied for these financial statements are consistent with those applied last year. The comparative figures represent the period 10.04.-31.12.2015, a total of 9 months.

#### **Recognition and measurement**

Income is recognised in the income statement when earned, hereunder valuation adjustment concerning financial assets and liabilities. Costs are also recognised in the income statement, hereunder depreciations and amortisations.

Assets are recognised in the balance sheet when it is probable as a result of a prior event that future economic benefits will flow to the Company, and the value of the assets can be measured reliably.

Liabilities are recognised in the balance sheet when the Company has a legal or constructive obligation as a result of a prior event, and it is probable that future economic benefits will flow out of the Company, and the value of the liabilities can be measured reliably.

On initial recognition, assets and liabilities are measured at cost. Measurement subsequent to initial recognition is effected as described below for each financial statement item.

Anticipated risks and losses that arise before the time of presentation of the annual report and that confirm or invalidate affairs and conditions existing at the balance sheet date are considered at recognition and measurement.

Income is recognised in the income statement when earned, whereas costs are recognised by the amounts attributable to this financial year.

#### **Foreign currency translation**

On initial recognition, foreign currency transactions are translated applying the exchange rate at the transaction date. Receivables, payables and other monetary items denominated in foreign currencies that have not been settled at the balance sheet date are translated using the exchange rate at the balance sheet date. Exchange differences that arise between the rate at the transaction date and the one in effect at the payment date or the rate at the balance sheet date are recognised in the income statement as financial income or financial expenses.

#### **Information on omission of consolidated financial statement**

Referring to section 110 of the Danish Financial Statements Act, no consolidated financial statements have been prepared.

### **INCOME STATEMENT**

#### **Revenue**

Revenue deducted other external costs is summarized in the income statement as gross profit according to the rules in the Danish Financial Statements Act, section 32.

Revenue from the sale of services is recognised in the income statement when delivery is made and risk has passed to the buyer. Revenue is recognised net of VAT, duties and sales discounts.



## **ANNUAL REPORT**

### **ACCOUNTING POLICIES**

#### **External expenses**

Other external expenses comprise expenses for distribution, sale, marketing, administration, premises, bad debts, operational costs etc.

#### **Staff costs**

Staff costs comprise salaries and wages including holiday pay and pensions as well as social security costs, etc for the Company's staff. Received compensations from the authorities have been deducted in staff costs.

#### **Other operating income and expenses**

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

#### **Income and expenses from investments in group enterprises and associates**

Income from investments in group enterprises comprises the pro rata share of the individual enterprises' profit/loss after full elimination of internal profits or losses.

#### **Financial income and expenses**

These items comprise interest income and expenses, financial costs concerning financial leasing, realised and unrealised capital gains and losses on securities, payables and transactions in foreign currencies, amortisation premium or allowance on mortgage debt etc as well as tax surcharge and tax relief under the Danish Tax Prepayment Scheme.

#### **Income tax**

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**

#### **Intangible assets**

Development costs and costs relating to internally developed rights are recognized in the income statement as costs in the acquisition year.

Basis of deduction, which is cost with deduction of depreciations, is spread on a straight-line basis using the estimated useful lives of the assets, but maximum 10 years.

#### **Property, plant and equipment**

Fixtures and fittings, tools and equipment and leasehold improvements are measured at cost less accumulated depreciation and impairment losses.

The basis of depreciation is cost less estimated residual value after the end of useful life.

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

Straight-line depreciation is made on the basis of the following estimated useful lives of the assets:

Other fixtures and fittings, tools and equipment, 5 years

Leasehold improvements, 5 years

## ANNUAL REPORT

### ACCOUNTING POLICIES

For leasehold improvements and assets subject to finance leases, the depreciation period cannot exceed the contract period.

Equipment are written down to the lower of recoverable amount and carrying amount.

Assets with a cost price under the tax limit concerning accelerated depreciation of small assets are recognised as costs in the income statement in the acquisition year.

#### Investments in subsidiaries

Investments in subsidiaries and associates are recognised and measured under the equity method. This means that investments are measured at the pro rata share of the enterprises' equity plus or less unamortised positive, or negative, goodwill and plus or less unrealised intra-group profits or losses.

The Company's share of the enterprises' profits or losses after elimination of unrealised intra-group profits and losses and less or plus amortisation of group goodwill.

Upon distribution of profit or loss, net revaluation of investments in subsidiaries and associates is transferred to reserve for net revaluation according to the equity method under equity.

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

#### Receivables

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

#### Prepayments

Prepayments comprise incurred costs relating to subsequent financial years.

#### Dividends

Proposed dividend for the financial year is measured under the equity. Proposed dividend is measured as an obligation at the time of adoption on the General Meeting. Dividend paid during the year is shown under the equity.

#### Provisions

Other provisions comprise anticipated costs of nonrecourse guarantee commitments, returns, decided and published restructurings etc.

Other provisions are recognised and measured as the best estimate of the expenses required to settle the liabilities at the balance sheet date. Provisions that are estimated to mature more than one year after the balance sheet date are measured at their discounted value.

#### Tax payables and deferred tax

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 on equity by the portion attributable to entries directly on equity. The portion of the tax taken to the income statement, which relates to extraordinary profit/loss for the year, is allocated to this entry whereas the remaining portion is taken to the year's profit/loss from ordinary activities.

Deferred tax is recognised on all temporary differences between the carrying amount and tax-based value of assets and liabilities, for which the tax-based value of assets is calculated based on the planned use of each asset.

**ANNUAL REPORT****ACCOUNTING POLICIES**

Deferred tax is measured on basis of the tax rules and tax rates which are valid when deferred tax is expected to be current tax. Changes in deferred tax as a consequence of changes in tax rates are recognised in the income statement. The current tax rate is 22 per cent.

**Liabilities other than provisions**

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

## ANNUAL REPORT

## INCOME STATEMENT FOR 2016

	Notes	2016 DKK	2015 DKK
<b>Gross loss</b>		<b>-11.460.371</b>	<b>-8.203.522</b>
Staff costs	2	-5.106.663	-3.179.581
Depreciation, amortisation and impairment losses		-835.886	-485.889
<b>Loss from ordinary operating activities</b>		<b>-17.402.920</b>	<b>-11.868.992</b>
Income from investments in group enterprises		475.150	415.900
Financial income		5.672	23.527
Financial expenses	3	-1.851.538	-472.069
<b>Loss from ordinary activities before tax</b>		<b>-18.773.636</b>	<b>-11.901.634</b>
Tax	4	4.011.000	2.709.000
<b>LOSS FOR THE YEAR</b>		<b>-14.762.636</b>	<b>-9.192.634</b>
<b>Proposed distribution of results:</b>			
Retained earnings		-14.762.636	-9.192.634
		<b>-14.762.636</b>	<b>-9.192.634</b>

## ANNUAL REPORT

## BALANCE OF 31 DECEMBER 2016

	Notes	2016 DKK	2015 DKK
<b>ASSETS</b>			
Development projects in progress		1.614.690	2.087.934
<b>Intangible assets</b>	5	<b>1.614.690</b>	<b>2.087.934</b>
Fixtures, fittings, tools and equipment		142.304	183.954
Leasehold improvements		1.111.911	1.387.903
<b>Equipment</b>	6	<b>1.254.215</b>	<b>1.571.857</b>
Investments in group enterprises		910.128	434.978
Deposits, investments and receivables		213.150	213.150
<b>Long-term investments and receivables</b>	7	<b>1.123.278</b>	<b>648.128</b>
<b>FIXED ASSETS</b>		<b>3.992.183</b>	<b>4.307.919</b>
Trade receivables		3.910.936	1.539.409
Receivables dividends from group enterprises		0	549.494
Current deferred tax assets		6.720.000	2.709.000
Other receivables		81.591	14.803
Deferred income assets		208.657	360.434
<b>Receivables</b>		<b>10.921.184</b>	<b>5.173.140</b>
<b>Cash and cash equivalents</b>		<b>1.884.950</b>	<b>6.168.136</b>
<b>CURRENT ASSETS</b>		<b>12.806.134</b>	<b>11.341.276</b>
<b>ASSETS</b>		<b>16.798.317</b>	<b>15.649.195</b>

## ANNUAL REPORT

## BALANCE OF 31 DECEMBER 2016

	Notes	2016 DKK	2015 DKK
<b>EQUITY AND LIABILITIES</b>			
Contributed capital		50.000	50.000
Retained earnings		<u>-23.955.270</u>	<u>-9.192.634</u>
<b>EQUITY</b>		<b><u>-23.905.270</u></b>	<b><u>-9.142.634</u></b>
Payables to group enterprises		14.756.902	5.762.601
Payables to associates		<u>19.315.550</u>	<u>14.393.275</u>
<b>Long-term liabilities other than provisions</b>	<b>8</b>	<b><u>34.072.452</u></b>	<b><u>20.155.876</u></b>
Debt to banks		61.566	108.499
Trade payables		510.162	311.034
Payables to group enterprises		307.971	0
Other payables		4.050.882	2.678.658
Prepayments of work in progress		<u>1.700.554</u>	<u>1.537.762</u>
<b>Short-term liabilities other than provisions</b>		<b><u>6.631.135</u></b>	<b><u>4.635.953</u></b>
<b>LIABILITIES OTHER THAN PROVISIONS</b>		<b><u>40.703.587</u></b>	<b><u>24.791.829</u></b>
<b>EQUITY AND LIABILITIES</b>		<b><u>16.798.317</u></b>	<b><u>15.649.195</u></b>
Uncertainties relating to going concern	1		
Investments in enterprises	9		
Contingent liabilities	10		
Mortgages and collaterals	11		
Liabilities under leases	12		

## ANNUAL REPORT

## STATEMENT OF CHANGES IN EQUITY FOR 2016

	2016 DKK	2015 DKK
<b>Contributed capital:</b>		
Capital, 1 January 2016	50.000	0
Increase	0	50.000
<b>Capital, 31 December 2016</b>	<b>50.000</b>	<b>50.000</b>
<b>Retained earnings:</b>		
Retained earnings, 1 January 2016	-9.192.634	0
Decrease	-14.762.636	-9.192.634
<b>Retained earnings, 31 December 2016</b>	<b>-23.955.270</b>	<b>-9.192.634</b>
<b>Equity, 31 December 2016</b>	<b>-23.905.270</b>	<b>-9.142.634</b>

## ANNUAL REPORT

## NOTES

## Notes:

**1. Uncertainties relating to going concern**

Genius Sports Group Limited has declared to supply sufficient liquidity, so that the Company at least may continue operations the next 12 months, and they will not demand existing receivables settled before the Company's financial situation has been improved.

On basis of this statement of support and the Management's evaluation of the Company's possibilities of future revenue it is the Management's opinion, that the Company may continue its operations, and the annual report is presented according to the going concern principles.

	2016 DKK	2015 DKK
<b>2. Staff costs</b>		
Wages and salaries	4.286.058	2.716.755
Post-employment benefit expense	554.502	340.695
Social security contributions	30.074	22.160
Other employee expense	236.029	99.971
<b>Employee benefits expense</b>	<b>5.106.663</b>	<b>3.179.581</b>
Average number of employees	<b>7</b>	<b>5</b>
<b>3. Other finance expenses</b>		
Interest expense assigned to group enterprises	643.420	57.345
Interest expense assigned to associates	957.843	302.275
Other interest expenses	3.070	4.043
Exchange rate loss	247.205	108.406
<b>Other finance expenses</b>	<b>1.851.538</b>	<b>472.069</b>
<b>4. Tax</b>		
Adjustments for deferred tax	-4.011.000	-2.709.000
<b>Tax expense on ordinary activities</b>	<b>-4.011.000</b>	<b>-2.709.000</b>
<b>5. Intangible assets</b>		
<b>Development projects in progress:</b>		
Intangible assets, gross, beginning balance	2.366.219	0
Additions to intangible assets	0	2.366.219
<b>Intangible assets, gross, ending balance</b>	<b>2.366.219</b>	<b>2.366.219</b>
Accumulated impairment losses and amortisation of intangible assets	-278.285	0
Amortisation of intangible assets	-473.244	-278.285
<b>Accumulated impairment losses and amortisation of intangible assets</b>	<b>-751.529</b>	<b>-278.285</b>
<b>Intangible assets, ending balance</b>	<b>1.614.690</b>	<b>2.087.934</b>
<b>6. Property, plant and equipment</b>		



## ANNUAL REPORT

## NOTES

	2016 DKK	2015 DKK
<b>Equipment:</b>		
Cost, 1 January 2016	208.250	0
Additions	0	208.250
<b>Cost, 31 December 2016</b>	<b>208.250</b>	<b>208.250</b>
Accumulated revaluations, beginning balance	-24.296	0
Revaluations of property, plant and equipment of the year	-41.650	-24.296
<b>Accumulated revaluations, ending balance</b>	<b>-65.946</b>	<b>-24.296</b>
<b>Fixtures, fittings, tools and equipment, 31 December 2016</b>	<b>142.304</b>	<b>183.954</b>
<b>Leasehold improvements:</b>		
Property, plant and equipment, gross, beginning balance	1.571.211	0
Additions to property, plant and equipment	45.000	1.571.211
<b>Property, plant and equipment, gross, ending balance</b>	<b>1.616.211</b>	<b>1.571.211</b>
Accumulated revaluations, beginning balance	-183.308	0
Revaluations of property, plant and equipment of the year	-320.992	-183.308
<b>Accumulated revaluations, ending balance</b>	<b>-504.300</b>	<b>-183.308</b>
<b>Property, plant and equipment, ending balance</b>	<b>1.111.911</b>	<b>1.387.903</b>
<b>7. Investments</b>		
<b>Investments in group enterprises:</b>		
Investments, gross, beginning balance	19.078	0
Additions to investments	0	19.078
<b>Investments, gross, ending balance</b>	<b>19.078</b>	<b>19.078</b>
Accumulated revaluations of investments, beginning balance	415.900	0
Profit (loss) related to investments (revaluation)	475.150	415.900
<b>Accumulated revaluations of investments, ending balance</b>	<b>891.050</b>	<b>415.900</b>
<b>Long-term investments and receivables, ending period</b>	<b>910.128</b>	<b>434.978</b>
<b>8. Long-term liabilities</b>		
Long-term liabilities group enterprises due after five years and more	14.756.902	0
<b>Long-term liabilities due after five years and more</b>	<b>14.756.902</b>	<b>0</b>
<b>9. Investments in enterprises</b>		
<b>Subsidiary 1:</b>		
Related entity name: Inplay EOOD		
Registered office: Bulgaria		
Equity interest in subsidiary company	100,00%	100,00%
Equity	910.128	434.978
Profit (loss)	475.150	415.900

**ANNUAL REPORT****NOTES****10. Contingent liabilities**

The Group's Danish companies are jointly and several liable for tax of the Group's jointly tax income.

**11. Mortgages and collaterals**

There are no mortgages or collaterals.

**12. Liabilities under leases**

The company has entered into rental agreements and lease contracts with an average annual lease payment of 60 DKK'000.

The lease contracts have a residual term of 19 months with a total residual lease payment of 95 DKK'000.

The Company has entered into lease commitments at the balance sheet date with a total of 9,9 mio.DKK in non-cancellable period ending 31 September 2021.