

SumUp MG ApS

Debitoor International ApS
Ewaldsgade 3, 1., 2200 København N

CVR no. 36 73 00 99

Annual report 2020

Approved at the Company's annual general meeting on 9 July 2021

Chair of the meeting:



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Maximilian Théodore Alexander J Stella

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Statement by the Executive Board

Today, the Executive Board has discussed and approved the annual report of SumUp MG ApS for the financial year 1 January - 31 December 2020.

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

In my opinion, the financial statements give a true and fair view of the financial position of the Company at 31 December 2020 and of the results of the Company's operations for the financial year 1 January - 31 December 2020.

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

I recommend that the annual report be approved at the annual general meeting.

Copenhagen, 9 July 2021
Executive Board:



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Maximilian Théodore
Alexander J Stella
CEO

Independent auditor's report

To the shareholder of SumUp MG ApS

Opinion

We have audited the financial statements of SumUp MG ApS for the financial year 1 January - 31 December 2020, which comprise income statement, balance sheet, statement of changes in equity and notes, including accounting policies. 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 financial position of the Company at 31 December 2020 and of the results of the Company's operations for the financial year 1 January - 31 December 2020 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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

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.

Emphasis of matter in the financial statements

We draw attention to the Management's review and note 2 to the financial statements in which management reports on capital losses and their future restoration.

We have not modified our opinion in respect of this matter.

Management's responsibilities for the financial statements

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

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

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance as to 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 taken on the basis of the 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:

Independent auditor's report

- ▶ 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 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 note 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 the Management's review

Management is responsible for the Management's review.

Our opinion on the financial statements does not cover the Management's review, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the Management's review and, in doing so, consider whether the Management's review is materially inconsistent with the financial statements or our knowledge obtained during the audit, or otherwise appears to be materially misstated.

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

Based on the work we have performed, we conclude that the Management's review is in accordance with the financial statements and has been prepared in accordance with the requirements of the Danish Financial Statement Act. We did not identify any material misstatement of the Management's review.

Odense, 9 July 2021
EY Godkendt Revisionspartnerselskab
CVR no. 30 70 02 28



Søren Smedegaard Hvid
State Authorised Public Accountant
mne31450

Management's review

Company details

Name	SumUp MG ApS
Address, Postal code, City	Debitoor International ApS Ewaldsgade 3, 1., 2200 København N
CVR no.	36 73 00 99
Registered office	Copenhagen
Financial year	1 January - 31 December
Executive Board	Maximilian Théodore Alexander J Stella, CEO
Auditors	EY Godkendt Revisionspartnerselskab Englandsgade 25, P.O. Box 200, 5100 Odense C, Denmark

Management's review

Business review

The Company's principal activities consist of an easy-to-use online accounting and invoicing programme specifically developed for small enterprises.

Financial review

The income statement for 2020 shows a loss of DKK 3,170,061 against a profit of DKK 308,698 last year, and the balance sheet at 31 December 2020 shows a negative equity of DKK 1,432,964.

Management considers the Company's financial performance in the year as unsatisfactory.

In order to ensure business continuity, the company has obtained a letter of comfort from SumUp Holdings S.a.r.l., covering 12 months after the financial year-end, stating that adequate financial support will be provided if necessary. We refer to Note 2, where the issue is described.

Events after the balance sheet date

No significant events have occurred subsequent to the financial year-end.

Financial statements 1 January - 31 December

Income statement

Note	DKK	2020	2019
	Gross profit	17,026,045	11,526,868
3	Staff costs	-16,355,792	-12,949,194
	Amortisation/depreciation and impairment of intangible assets and property, plant and equipment	-3,158,212	-1,937,513
	Profit/loss before net financials	-2,487,959	-3,359,839
	Financial income	344,286	3,752,629
4	Financial expenses	-1,459,677	-934,327
	Profit/loss before tax	-3,603,350	-541,537
	Tax for the year	433,289	850,235
	Profit/loss for the year	-3,170,061	308,698
	Recommended appropriation of profit/loss		
	Reserves according to the articles of association	547,005	0
	Reserve for development costs	323,218	2,620,871
	Retained earnings/accumulated loss	-4,040,284	-2,312,173
		-3,170,061	308,698

Financial statements 1 January - 31 December

Balance sheet

Note	DKK	2020	2019
	ASSETS		
	Fixed assets		
5	Intangible assets		
	Completed development projects	7,316,935	6,902,552
		<u>7,316,935</u>	<u>6,902,552</u>
6	Property, plant and equipment		
	Land and buildings	2,280,438	2,882,038
	Other fixtures and fittings, tools and equipment	704,415	552,115
		<u>2,984,853</u>	<u>3,434,153</u>
7	Investments		
	Investments in group entities	76,028	76,028
		<u>76,028</u>	<u>76,028</u>
	Total fixed assets	<u>10,377,816</u>	<u>10,412,733</u>
	Non-fixed assets		
	Receivables		
	Receivables from group entities	13,763,458	2,045,019
	Income taxes receivable	1,019,350	1,436,296
	Other receivables	449,550	149,192
	Prepayments	4,598,160	202,844
		<u>19,830,518</u>	<u>3,833,351</u>
	Cash	2,966,716	1,135,480
	Total non-fixed assets	<u>22,797,234</u>	<u>4,968,831</u>
	TOTAL ASSETS	<u><u>33,175,050</u></u>	<u><u>15,381,564</u></u>

Financial statements 1 January - 31 December

Balance sheet

Note	DKK	2020	2019
	EQUITY AND LIABILITIES		
	Equity		
	Share capital	50,321	50,321
	Share premium account	7,447,499	7,447,499
	Reserve for development costs	5,707,209	5,383,991
	Retained earnings	-14,637,993	-10,597,709
	Total equity	<u>-1,432,964</u>	<u>2,284,102</u>
	Liabilities other than provisions		
	Non-current liabilities other than provisions		
	Lease liabilities	0	3,181,043
	Payables to group entities	2,524,488	6,949,781
	Other payables	604,358	368,887
		<u>3,128,846</u>	<u>10,499,711</u>
	Current liabilities other than provisions		
	Bank debt	32,049	176,331
	Trade payables	0	803,346
	Payables to group entities	29,011,514	298,508
8	Other payables	2,435,605	1,319,566
		<u>31,479,168</u>	<u>2,597,751</u>
		<u>34,608,014</u>	<u>13,097,462</u>
	TOTAL EQUITY AND LIABILITIES	<u><u>33,175,050</u></u>	<u><u>15,381,564</u></u>

- 1 Accounting policies
- 2 Going concern uncertainties
- 9 Collateral

Financial statements 1 January - 31 December

Statement of changes in equity

DKK	Share capital	Share premium account	Reserve for development costs	Retained earnings	Total
Equity at 1 January 2019	50,321	7,447,499	2,763,120	-8,285,536	1,975,404
Transfer through appropriation of profit	0	0	2,620,871	-2,312,173	308,698
Equity at 1 January 2020	50,321	7,447,499	5,383,991	-10,597,709	2,284,102
Transfer through appropriation of loss	0	0	323,218	-4,040,284	-3,717,066
Equity at 31 December 2020	50,321	7,447,499	5,707,209	-14,637,993	-1,432,964

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies

The annual report of SumUp MG ApS for 2020 has been prepared in accordance with the provisions in the Danish Financial Statements Act applying to reporting class B entities and elective choice of certain provisions applying to reporting class C entities and IFRS16 (leases).

In accordance with section 110(1) of the Danish Financial Statements Act, the Company has not prepared consolidated financial statements.

Effective from the financial year 2020, the Company has implemented amending act no. 1716 of 27 December 2018 to the Danish Financial Statements Act. The implementation of the amending act has not affected the Company's accounting policies on recognition and measurement of assets and liabilities but has solely entailed a requirement for further disclosures. The accounting policies used in the preparation of the financial statements are consistent with those of last year.

Reporting currency

The financial statements are presented in Danish kroner (DKK).

Foreign currency translation

On initial recognition, transactions denominated in foreign currencies are translated at the exchange rate at the transaction date. Foreign exchange differences arising between the exchange rates at the transaction date and the date of payment are recognised in the income statement as financial income or financial expenses.

Receivables and payables and other monetary items denominated in foreign currencies are translated at the exchange rate at the balance sheet date. The difference between the exchange rates at the balance sheet date and the date at which the receivable or payable arose or was recognised in the most recent financial statements is recognised in the income statement as financial income or financial expenses.

Income statement

Revenue

The Company has chosen IFRS 15 as interpretation for revenue recognition.

Income from the sale of goods for resale and finished goods, is recognised in revenue when transfer of the most significant rewards and risks to the buyer has taken place and provided that the income can be reliably measured and payment is expected to be received. The date of the transfer of the most significant rewards and risks is based on standardised terms of delivery based on Incoterms® 2010.

Revenue is measured at the fair value of the agreed consideration excluding VAT and taxes charged on behalf of third parties. All discounts and rebates granted are recognised in revenue.

Gross profit

The items revenue and external expenses have been aggregated into one item in the income statement called gross profit in accordance with section 32 of the Danish Financial Statements Act.

Other operating income and operating expenses

Other operating income and operating expenses comprise items of a secondary nature relative to the Company's core activities, including gains or losses on the sale of fixed assets.

External expenses

Other external expenses include the year's expenses relating to the Company's core activities, including expenses relating to distribution, sale, advertising, administration, premises, bad debts, payments under operating leases, etc.

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Staff costs

Staff costs include wages and salaries, including compensated absence and pension to the Company's employees, as well as other social security contributions, etc. The item is net of refunds from public authorities.

Amortisation/depreciation

The item comprises amortisation/depreciation of intangible assets and property, plant and equipment.

The basis of amortisation/depreciation, which is calculated as cost less any residual value, is amortised/depreciated on a straight line basis over the expected useful life. The expected useful lives of the assets are as follows:

Completed development projects	6 years
Land and buildings	3 years
Other fixtures and fittings, tools and equipment	3 years

Financial income and expenses

Financial income and expenses are recognised in the income statements at the amounts that concern the financial year. Net financials include interest income and expenses as well as allowances and surcharges under the advance-payment-of-tax scheme, etc.

Tax

Tax for the year includes current tax on the year's expected taxable income and the year's deferred tax adjustments. The portion of the tax for the year that relates to the profit/loss for the year is recognised in the income statement, whereas the portion that relates to transactions taken to equity is recognised in equity.

Balance sheet

Intangible assets

Development costs comprise expenses, salaries and amortisation directly or indirectly attributable to development activities.

Development projects that are clearly defined and identifiable, where the technical feasibility, sufficient resources and a potential future market or development opportunities are identifiable and where the Company intends to produce, market or use the project, are recognised as intangible assets provided that the cost can be measured reliably and that there is sufficient assurance that future earnings can cover production costs, selling costs and administrative expenses and development costs. Other development costs are recognised in the income statement as incurred.

Development costs that are recognised in the balance sheet are measured at cost less accumulated amortisation and impairment losses.

On completion of a development project, development costs are amortised on a straight-line basis over the estimated useful life.

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Property, plant and equipment

Items of property, plant and equipment are measured at cost less accumulated depreciation and impairment losses. Cost includes the acquisition price and costs directly related to the acquisition until the time at which the asset is ready for use.

Leases

The Company has chosen IFRS 16 as interpretation for classification and recognition of leases.

On initial recognition, leases for assets that transfer substantially all the risks and rewards incident to the ownership to the Company (finance leases) are measured in the balance sheet at the lower of fair value and the present value of the future lease payments. In calculating the net present value, the interest rate implicit in the lease or the incremental borrowing rate is used as the discount factor. Assets held under finance leases are subsequently accounted for in the same way as the Company's other assets.

The capitalised residual lease liability is recognised in the balance sheet as a liability, and the interest element of the lease payment is recognised in the income statement over the term of the lease.

Investments in subsidiaries

Investments in subsidiaries and associates are measured at cost, which includes the cost of acquisition calculated at fair value plus direct costs of acquisition. If there is evidence of impairment, an impairment test is conducted. Where the carrying amount exceeds the recoverable amount, a write-down is made to such lower value.

Gains or losses on disposal of subsidiaries and associates are made up as the difference between the sales price and the carrying amount of net assets at the date of disposal including non-amortised goodwill and anticipated costs of disposal. Gains or losses are recognised in the income statement as financial income or financial expenses.

Impairment of fixed assets

The carrying amount of intangible assets, property, plant and equipment and investments in subsidiaries and associates is assessed for impairment on an annual basis.

Impairment tests are conducted on assets or groups of assets when there is evidence of impairment. The carrying amount of impaired assets is reduced to the higher of the net selling price and the value in use (recoverable amount).

The recoverable amount is the higher of the net selling price of an asset and its value in use. The value in use is calculated as the present value of the expected net cash flows from the use of the asset or the group of assets and the expected net cash flows from the disposal of the asset or the group of assets after the end of the useful life.

Previously recognised impairment losses are reversed when the reason for recognition no longer exists. Impairment losses on goodwill are not reversed.

Receivables

Receivables are measured at amortised cost, which usually corresponds to the nominal value. An impairment loss is recognised if there is objective evidence that a receivable or a group of receivables is impaired, in which case the carrying amount is reduced to the net realisable value.

The Company has chosen IAS 39 as interpretation for impairment of financial receivables.

An impairment loss is recognised if there is objective evidence that a receivable or a group of receivables is impaired. If there is objective evidence that an individual receivable has been impaired, an impairment loss is recognised on an individual basis.

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Receivables in respect of which there is no objective evidence of individual impairment are tested for objective evidence of impairment on a portfolio basis. The portfolios are primarily based on the debtors' domicile and credit ratings in line with the Company's risk management policy. The objective evidence applied to portfolios is determined based on historical loss experience.

Impairment losses are calculated as the difference between the carrying amount of the receivables and the present value of the expected cash flows, including the realisable value of any collateral received. The effective interest rate for the individual receivable or portfolio is used as discount rate.

Prepayments

Prepayments recognised under "Assets" comprise prepaid expenses regarding subsequent financial reporting years.

Cash

Cash comprise cash and short term securities which are readily convertible into cash and subject only to minor risks of changes in value.

Equity

Reserve for development costs

The reserve for development costs comprises recognised development costs. The reserve cannot be used to distribute dividend or cover losses. The reserve will be reduced or dissolved if the recognised development costs are amortised or are no longer part of the Company's operations by a transfer directly to the distributable reserves under equity.

Proposed dividends

Dividend proposed for the year is recognised as a liability once adopted at the annual general meeting (declaration date). Dividends expected to be distributed for the financial year are presented as a separate item under "Equity".

Income taxes

Current tax payables and receivables are recognised in the balance sheet as the estimated income tax charge for the year, adjusted for prior-year taxes and tax paid on account.

Deferred tax is measured according to the liability method on all temporary differences between the carrying amount and the tax base of assets and liabilities. However, deferred tax is not recognised on temporary differences relating to goodwill which is not deductible for tax purposes and on office premises and other items where temporary differences, apart from business combinations, arise at the date of acquisition without affecting either profit/loss for the year or taxable income. Where alternative tax rules can be applied to determine the tax base, deferred tax is measured based on Management's intended use of the asset or settlement of the liability, respectively.

Deferred tax is measured according to the tax rules and at the tax rates applicable at the balance sheet date when the deferred tax is expected to crystallise as current tax. Deferred tax assets are recognised at the expected value of their utilisation; either as a set-off against tax on future income or as a set-off against deferred tax liabilities in the same legal tax entity. Changes in deferred tax due to changes in the tax rate are recognised in the income statement.

Other payables

Other payables are measured at net realisable value.

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Lease liabilities

Lease liabilities are measured at the net present value of the remaining lease payments including any guaranteed residual value based on the interest rate implicit in the lease.

Financial statements 1 January - 31 December

Notes to the financial statements

2 Going concern uncertainties

The Company has lost more than half of its share capital. The Company expects the share capital to be restored through its operations.

In order to ensure business continuity, the company has obtained a letter of comfort from SumUp Holdings S.a.r.l., covering 12 months after the financial year-end, stating that adequate financial support will be provided if necessary.

Management considers the Company as a Going Concern.

DKK	2020	2019
3 Staff costs		
Wages/salaries	10,964,819	10,067,435
Pensions	987,666	706,133
Other staff costs	4,403,307	2,175,626
	<u>16,355,792</u>	<u>12,949,194</u>
Average number of full-time employees	<u>28</u>	<u>25</u>
4 Financial expenses		
Interest expenses, group entities	1,037,769	315,058
Exchange losses	354,462	268,870
Other financial expenses	67,446	350,399
	<u>1,459,677</u>	<u>934,327</u>
5 Intangible assets		
DKK		Completed development projects
Cost at 1 January 2020		8,004,052
Additions in the year		<u>1,969,495</u>
Cost at 31 December 2020		9,973,547
Impairment losses and amortisation at 1 January 2020		1,101,500
Amortisation/depreciation in the year		<u>1,555,112</u>
Impairment losses and amortisation at 31 December 2020		2,656,612
Carrying amount at 31 December 2020		<u>7,316,935</u>

Completed development projects

Development projects comprise of development cost for new technology and products. New technology and products are expected to strengthen the company's market position.

The recognition of the completed development projects has been made on the basis of the sales forecast for 2021-2023, which are to be realised.

Management has not indicated further need for impairment.

Financial statements 1 January - 31 December

Notes to the financial statements

6 Property, plant and equipment

DKK	Land and buildings	Other fixtures and fittings, tools and equipment	Total
Cost at 1 January 2020	3,755,688	848,624	4,604,312
Additions in the year	741,028	439,567	1,180,595
Cost at 31 December 2020	4,496,716	1,288,191	5,784,907
Impairment losses and depreciation at 1 January 2020	873,650	296,509	1,170,159
Amortisation/depreciation in the year	1,342,628	287,267	1,629,895
Impairment losses and depreciation at 31 December 2020	2,216,278	583,776	2,800,054
Carrying amount at 31 December 2020	2,280,438	704,415	2,984,853
Property, plant and equipment include finance leases with a carrying amount totalling	2,280,438	0	2,280,438

7 Investments

DKK	Investments in group entities
Cost at 1 January 2020	76,028
Cost at 31 December 2020	76,028
Carrying amount at 31 December 2020	76,028

Name	Legal form	Domicile	Interest
Subsidiaries			
Debitoor UK	Ltd.	Reading	100.00%
Debitoor	GmbH	Berlin	100.00%
Debitoor España	S.L.	Madrid	100.00%
Debitoor Ireland	Ltd.	Dublin	100.00%

8 Other payables

Other payables primarily consists of holiday allowance and other non-current provisions.

9 Collateral

As security for the Company's deposit leased premises, the Company has provided security or other collateral in its assets for at total amount of DKK 775 thousand . The total carrying amount of these assets is DKK 775 thousand.