Debitoor ApS

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

CVR no. 36 73 00 99

Annual report 2019

Approved at the Company's annual general meeting on 26 May 2020

Chairman:

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Alessandro Justesen Leoni

Contents

Statement by the Executive Board

Today, the Executive Board has discussed and approved the annual report of Debitoor ApS for the financial year 1 January - 31 December 2019.

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 2019 and of the results of the Company's operations for the financial year 1 January - 31 December 2019.

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, 26 May 2020
Executive Board:

Alessandro Justesen Leoni
CEO

Independent auditor's report

To the shareholders of Debitoor ApS

Opinion

We have audited the financial statements of Debitoor ApS for the financial year 1 January - 31 December 2019, 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 2019 and of the results of the Company's operations for the financial year 1 January - 31 December 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 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.

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:

- 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.

Independent auditor's report

- 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, 26 May 2020
ERNST & YOUNG
Godkendt Revisionspartnerselskab
CVR no. 30 70 02 28

Søren Smedegaard Hvid
State Authorised Public Accountant
mne31450

Management's review

Company details

Name	Debitoor ApS
Address, Postal code, City	Debitoor International ApS Ewaldsgade 3, 1. sal, 2200 København N
CVR no.	36 73 00 99
Registered office	Copenhagen
Financial year	1 January - 31 December
Executive Board	Alessandro Justesen Leoni, CEO
Auditors	Ernst & Young 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 2019 shows a profit of DKK 308,698 against a loss of DKK 2,470,439 last year, and the balance sheet at 31 December 2019 shows equity of DKK 2,284,102.

Management considers the Company's financial performance in the year satisfactory. The company has made substantial progress towards achieving profitability.

In order to ensure business continuity, the company has obtained a letter of comfort from SumUp Holdings S.a.r.l., covering at least 12 months after the financial year-end, stating that adequate financial support will be provided if nessesary. 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	2019	2018
	Gross profit	11,526,868	6,601,477
3	Staff costs	-12,949,194	-8,651,298
	Amortisation/depreciation and impairment of intangible assets and property, plant and equipment	-1,937,513	-285,976
	Profit/loss before net financials	-3,359,839	-2,335,797
	Financial income	3,752,629	282,450
4	Financial expenses	-934,327	-438,257
	Profit/loss before tax	-541,537	-2,491,604
	Tax for the year	850,235	21,165
	Profit/loss for the year	308,698	-2,470,439

	Recommended appropriation of profit/loss		
	Reserve for development costs	2,620,871	2,763,120
	Retained earnings/accumulated loss	-2,312,173	-5,233,559
		308,698	-2,470,439

Financial statements 1 January - 31 December

Balance sheet

Note	DKK	2019	2018
	ASSETS		
	Fixed assets		
5	**Intangible assets**		
	Completed development projects	6,902,552	3,542,462
		6,902,552	3,542,462
6	**Property, plant and equipment**		
	Land and buildings	2,882,038	0
	Other fixtures and fittings, tools and equipment	552,115	168,939
		3,434,153	168,939
7	**Investments**		
	Investments in group entities	76,028	76,028
		76,028	76,028
	Total fixed assets	10,412,733	3,787,429
	Non-fixed assets		
	Receivables		
	Trade receivables	0	15,048
	Receivables from group entities	2,045,019	2,184,073
	Income taxes receivable	1,436,296	746,000
	Other receivables	149,192	32,998
	Prepayments	202,844	373,034
		3,833,351	3,351,153
	Cash	1,135,480	493,743
	Total non-fixed assets	4,968,831	3,844,896
	TOTAL ASSETS	15,381,564	7,632,325

Financial statements 1 January - 31 December

Balance sheet

Note	DKK	2019	2018
	EQUITY AND LIABILITIES		
	Equity		
	Share capital	50,321	50,321
	Share premium account	7,447,499	7,447,499
	Reserve for development costs	5,383,991	2,763,120
	Retained earnings	-10,597,709	-8,285,536
	Total equity	2,284,102	1,975,404
	Liabilities other than provisions		
	Non-current liabilities other than provisions		
	Lease liabilities	3,181,043	0
	Payables to group entities	6,949,781	0
	Other payables	368,887	0
		10,499,711	0
	Current liabilities other than provisions		
	Bank debt	176,331	238,814
	Trade payables	803,346	1,043,100
	Payables to group entities	298,508	3,104,187
8	Other payables	1,319,566	1,270,820
		2,597,751	5,656,921
	Total liabilities other than provisions	13,097,462	5,656,921
	TOTAL EQUITY AND LIABILITIES	15,381,564	7,632,325

1 Accounting policies
2 Going concern uncertainties
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10 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 2018	50,321	7,447,499	0	-3,051,977	4,445,843
Transfer through appropriation of loss	0	0	2,763,120	-5,233,559	-2,470,439
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 31 December 2019	50,321	7,447,499	5,383,991	-10,597,709	2,284,102

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies

The annual report of Debitoor ApS for 2019 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 IFRS 16 (leases).

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

Changes in accounting policies

Effective from 1 January 2019, Debitoor ApS has implemented the new standard on leases, IFRS 16, using the modified retrospective transition method and has therefore not restated the comparative figures, which are still presented in accordance with the rules of "Årsregnskabsloven".

As opposed to previously, the Company must now recognise all leases in the balance sheet, including operating leases, with a few exceptions.

Consequently, a lease commitment measured at the present value of the future lease payments, see description below, must now be realised together with a corresponding leased asset adjusted for payments made to the lessor prior to the commencement of the lease and incentive payments received from the lessor. The Company has decided not to recognise costs directly related to the leased asset.

When assessing the future lease payments, the Company reviewed its operating leases and identified the lease payments related to a lease component that are fixed or variable but change in line with changes in an index or an interest rate. The Company has chosen not to recognise payments related to service components as part of the lease commitment.
When assessing the expected lease term, the Company identified the non-cancellable lease term of the lease plus periods covered by an extension option that Management is reasonably likely to exercise and plus periods covered by a termination option that Management is reasonably unlikely to exercise.

For leases on equipment, the Company has assessed that the expected lease term is the non-cancellable lease term in the leases, as the Company has not historically exercised the extension options in similar leases.

When assessing the expected lease term of leases on properties, the Company has divided its portfolio into properties used for production and properties used for sale and administration. For production properties, the Company assesses for strategic reasons that the expected lease term is 8-10 years.

When discounting the lease payments to present value, the Company used its incremental borrowing rate, which is the costs of obtaining external financing for a corresponding asset with a financing period corresponding to the term of the lease denominated in the currencies in which lease payments are settled. The Company has documented the incremental borrowing rate of each portfolio of leases with similar characteristics.

When implementing IFRS 16, the Company has recognised a leased asset of DKK 1,848 thousand and a lease commitment of DKK 1,848 thousand, and thus, the effect on equity i s DKK 0.

Other accounting policies are consistant with those of last year.

Reporting currency

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

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

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.

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

Financial statements 1 January - 31 December

Notes to the financial statements

1 **Accounting policies (continued)**

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 areidentifiable 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.

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.

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

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.

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.

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Equity

Reserve for development costs

The reserve for development costs comprises recognised development costs. The reserve cannot be used to distribute dividends or cover losses. The reserve will be reduced or dissolved if the recognised development costs 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.

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's budget for 2020 shows that financial support is required for the period. In order to ensure business continuity, the company has obtained a letter of comfort from SumUp Holdings S.a.r.l., covering at least 12 months after the financial year-end, stating that adequate financial support will be provided if nessesary.

Management considers the Company as a Going Concern.

	DKK	2019	2018
3	**Staff costs**		
	Wages/salaries	10,067,435	7,467,871
	Pensions	706,133	702,789
	Other staff costs	2,175,626	480,638
		12,949,194	8,651,298
	Average number of full-time employees	25	21
4	**Financial expenses**		
	Interest expenses, group entities	315,058	0
	Exchange losses	268,870	438,257
	Other financial expenses	350,399	0
		934,327	438,257

5 Intangible assets

DKK	Completed development projects
Cost at 1 January 2019	3,762,940
Additions in the year	4,241,112
Cost at 31 December 2019	8,004,052
Impairment losses and amortisation at 1 January 2019	220,478
Amortisation/depreciation in the year	881,022
Impairment losses and amortisation at 31 December 2019	1,101,500
Carrying amount at 31 December 2019	6,902,552

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 2020-2022, 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 2019	0	282,607	282,607
Additions in the year	3,755,688	566,017	4,321,705
Cost at 31 December 2019	3,755,688	848,624	4,604,312
Impairment losses and depreciation at 1 January 2019	0	113,668	113,668
Amortisation/depreciation in the year	873,650	182,841	1,056,491
Impairment losses and depreciation at 31 December 2019	873,650	296,509	1,170,159
Carrying amount at 31 December 2019	2,882,038	552,115	3,434,153
Property, plant and equipment include finance leases with a carrying amount totalling	2,882,038	0	2,882,038

7 Investments

DKK
Cost at 1 January 2019
Cost at 31 December 2019
Carrying amount at 31 December 2019

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.

Financial statements 1 January - 31 December

Notes to the financial statements

9 Contractual obligations and contingencies, etc.

Other financial obligations

Other rent and lease liabilities:

DKK	2019	2018
Rent and lease liabilities	0	418,282

10 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 372 thousand . The total carrying amount of these assets is DKK 372 thousand.

Alessandro Justesen Leoni
CEO
På vegne af: Debitoor ApS
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Alessandro Justesen Leoni
Chairman
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Serienummer: PID:9208-2002-2-477377948234
IP: 213.32.xxx.xxx
2020-05-26 10:45:53Z
NEM ID

Søren Smedegaard Hvid
State Authorised Public Accountant
På vegne af: Ernst & Young P/S
Serienummer: CVR:30700228-RID:1256831000710
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