Fintech Solution Lab ApS

Strandgade 98, 3., DK-1401 Copenhagen

Annual Report for 1 January - 31 December 2021

CVR No 36 73 42 05

The Annual Report was presented and adopted at the Annual General Meeting of the Company on 31/03 2022

Peter Bruun Nikolajsen Chairman of the General Meeting



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Management's Statement

The Executive Board and Board of Directors have today considered and adopted the Annual Report of Fintech Solution Lab ApS for the financial year 1 January - 31 December 2021.

The Annual Report is 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 at 31 December 2021 of the Company and of the results of the Company operations for 2021.

In our opinion, Management's Review includes a true and fair account of the matters addressed in the Review.

We recommend that the Annual Report be adopted at the Annual General Meeting.

Copenhagen, 16 March 2022

Executive Board

Bo Mikael Langseth Nilsson CEO Erik Norup Executive Officer

Board of Directors

Gregers Kronborg Chairman Frank Lyhne Hansen

Vibeke Bak Solok



Independent Auditor's Report

To the Shareholder of Fintech Solution Lab ApS

Opinion

In our opinion, the Financial Statements give a true and fair view of the financial position of the Company at 31 December 2021 and of the results of the Company's operations for the financial year 1 January - 31 December 2021 in accordance with the Danish Financial Statements Act.

We have audited the Financial Statements of Fintech Solution Lab ApS for the financial year 1 January - 31 December 2021, which comprise income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies ("the Financial Statements").

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' International Code of Ethics for Professional Accountants (IESBA Code) and the additional ethical requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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 Financials Statements Act.

Based on the work we have performed, in our view, Management's Review is in accordance with the Financial Statements and has been prepared in accordance with the requirements of the Danish Financial Statements Act. We did not identify any material misstatement in Management's Review.

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 misstate-



Independent Auditor's Report

ment, 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 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 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 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.
- 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



Independent Auditor's Report

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.

Hellerup, 16 March 2022 **PricewaterhouseCoopers** Statsautoriseret Revisionspartnerselskab *CVR No 33 77 12 31*

Benny Voss State Authorised Public Accountant mne15009 Peter Nissen State Authorised Public Accountant mne33260



Company Information

The Company Fintech Solution Lab ApS

Strandgade 98, 3. DK-1401 Copenhagen

CVR No: 36 73 42 05

Financial period: 1 January - 31 December Municipality of reg. office: Copenhagen

Board of Directors Gregers Kronborg, Chairman

Frank Lyhne Hansen Vibeke Bak Solok

Executive Board Bo Mikael Langseth Nilsson

Erik Norup

Auditors PricewaterhouseCoopers

Statsautoriseret Revisionspartnerselskab

Strandvejen 44 DK-2900 Hellerup



Management's Review

Financial Statements of Fintech Solution Lab ApS for 2021 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class B as well as selected rules applying to reporting class C.

The Annual Report has been prepared under the same accounting policies as last year.

Key activities

The Company's main activity is to develop a IT-platform to be used by the fully owned subsidiary November First A/S for international payments and related service. The IT-platform potentially can also be leased out to external clients.

Development in the year

The income statement of the Company for 2021 shows a loss of DKK 2,077,525 (in 2020 a profit of DKK 2,435,176 in 2020), and on 31 December 2021 the balance sheet of the Company shows equity of DKK 29,682,531 (DKK 29,639,672 in 2020).

The result of 2021 is as expected.

The development of the IT-platform has continued during 2021 adding more features based on customer feedback, improvement of the customer experience, as well as ensuring the basis for stability and scalability. In 2022 the development of the IT-platform continues with focus on stability and scalability of IT-platform and further enhancement of API.

In 2021 November First A/S entered into an agreement with Visma e-conomic of co-developing "Smart Pay". The agreement lays the foundation for an expected significant growth in activities during 2022. Hence, 2022 is expected to be a year with further development and strengthening of the core operation of business, and further development of- and resource allocation directed towards compliance both in 1st line and 2nd line.

In 2021 the Company obtained an additional Covid-19 loan from Vækstfonden of DKK 2,000,000 to amplify the capitalbase and covering the short-term liquidity needs. This together with a capital increase corresponding of 2,100,000 DKK, partly through loan conversion.

The Company has not applied for any of the ordinary COVID-19 grants as they are not applicable to the Company. The Company's income has not been impacted by COVID-19.



Management's Review

Funding and going concern

To fund future development of the IT-platform and to enable the Company's funding of the subsidiary November First A/S' growth plans, the budget for 2022 estimates a short-term liquidity need, which is covered by a commitment in March 2022 of capital supply.

Therefore the Company is considered going concern. Please refer to Note 1 in the Annual Report.

Subsequent events

The war between Ukraine and Russia and the events in the capital markets following this, has not led to and will not have any significant impact on business activities for Fintech Solution Lab.

No other events materially affecting the assessment of the Annual Report have occurred after the balance sheet date.



Income Statement 1 January - 31 December

	Note	2021	2020
		DKK	DKK
Gross profit/loss		3,229,701	2,367,825
Staff expenses	2	-156,733	-284,849
Depreciation, amortisation and impairment of intangible assets and			
property, plant and equipment	_	-3,494,848	-2,780,036
Profit/loss before financial income and expenses		-421,880	-697,060
Revaluations for the year		0	5,000,000
Financial income		14,331	13,498
Financial expenses	_	-2,017,728	-2,025,886
Profit/loss before tax		-2,425,277	2,290,552
Tax on profit/loss for the year	3	347,752	144,624
Net profit/loss for the year	_	-2,077,525	2,435,176
Distribution of profit			
Proposed distribution of profit			
Transfer for the year to other reserves		980,960	738,620
Retained earnings	_	-3,058,485	1,696,556
		-2,077,525	2,435,176



Balance Sheet 31 December

Assets

	Note	2021	2020
		DKK	DKK
Completed development projects	<u>-</u>	8,196,390	7,505,729
Intangible assets	4	8,196,390	7,505,729
Investments in subsidiaries	5	46,700,000	42,500,000
Receivables from associates		290,140	275,809
Other receivables	_	115,245	111,047
Fixed asset investments	-	47,105,385	42,886,856
Fixed assets	-	55,301,775	50,392,585
Other receivables		171,800	109,928
Corporation tax		301,329	144,694
Prepayments	<u>-</u>	6,312	5,910
Receivables	-	479,441	260,532
Cash at bank and in hand	-	368,287	1,437,609
Currents assets	-	847,728	1,698,141
Assets	-	56,149,503	52,090,726



Balance Sheet 31 December

Liabilities and equity

	Note	2021	2020
		DKK	DKK
Share capital		474,155	463,655
Reserve for development costs		7,919,709	6,938,749
Retained earnings		21,288,667	22,237,268
Equity		29,682,531	29,639,672
Other payables	7	26,357,894	22,389,683
Long-term debt		26,357,894	22,389,683
Convertible loan	8	440	440
Trade payables		30,246	18,170
Payables to group enterprises		34,705	0
Other payables	,	43,687	42,761
Short-term debt	,	109,078	61,371
Debt		26,466,972	22,451,054
Liabilities and equity		56,149,503	52,090,726
Going concern	1		
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Uncertainty relating to recognition and measurement	9		
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Statement of Changes in Equity

	Share capital DKK	Reserve for development costs	Retained earnings DKK	Total DKK
Equity at 1 January	463,655	6,938,749	22,237,268	29,639,672
Cash capital increase	10,500	0	2,089,500	2,100,000
Other equity movements	0	0	20,384	20,384
Net profit/loss for the year	0	980,960	-3,058,485	-2,077,525
Equity at 31 December	474,155	7,919,709	21,288,667	29,682,531



1 Going concern

The Fintech Solution Lab ApS Group consisting of Fintech Solution Lab ApS and November First A/S is integrated in such way that going concern considerations must be made for the Group.

Development of the IT-platform has continued during 2021. In 2021 November First A/S entered into an agreement with Visma economic of co-developing "Smart Pay". The agreement lays the foundation for an expected significant growth in activities during 2022.

During 2021 the Group has obtained an additional Covid-19 loan from Vækstfonden of 2,000,000 DKK to amplify the capital base and covering the short-term liquidity needs. This together with a capital increase of 2,100,000 DKK, partly through loan conversion. In addition to that, according to the plans and budget for 2022 the management estimates a short-term liquidity need, which is covered by a commitment in March 2022 of capital supply to approx t.DKK 5.500, to continue its operations and development through 2022.

Fintech Solution Lab ApS has used and will use the capital to further increase the capital in the fully owned subsidiary November First A/S to ensure, that November First A/S continuously fulfil the capital requirements as defined by the Danish Financial Supervisory Authority. As per 31.12.2021 November First A/S had excess capital amounting to t.DKK 3,871 compared to the capital requirement.

The approved budget for 2022 is by nature based on several assumptions of which the most significant ones relate to the ability to onboard new customers and absorb the transaction volumes generated hereby. Should it turn out that the budgeted growth does not materialize as expected, Management will continuously reassess the Group's cost level with a view to reducing this to a lower level to ensure that the Group is going concern for a longer period.

Based on the assessment of the above details, including

- the Group's current liquidity positions, and plans and the budget for 2022, and
- expected additional capital contributions from existing or new shareholders, Management believes that it is true and fair to prepare the Annual Report under a going concern assumption.

Uncertainties related to the above-mentioned events and conditions cast doubt on the Entity's ability to continue as a going concern, however based on Management's current assessment no significant doubt on the entity's ability to continue as a going concern at least until 31 December 2022 exist.

The valuation of the Company's development projects of DKK 8,196,390 and investments in subsidiaries of DKK 46,700,000 is also based on Management's assessment of the going concern assumption.



		2021	2020
2	Staff expenses	DKK	DKK
_	Staff expenses		
	Wages and salaries	156,733	284,849
		156,733	284,849
	Average number of employees	2	2
	Staff costs consist of allocated wages and salaries from subsidiary.		
3	Tax on profit/loss for the year		
	Current tax for the year	-347,752	-144,624
		-347,752	-144,624
4	Intangible assets		
4	intungible assets		Completed development projects
	Cost at 1 January		15,320,193
	Additions for the year		4,185,509
	Cost at 31 December		19,505,702
	Impairment losses and amortisation at 1 January		7,814,464
	Amortisation for the year		3,494,848
	Impairment losses and amortisation at 31 December		11,309,312
	Carrying amount at 31 December		8,196,390

In relation to impairment assessment, see note ${\bf 5}$



5	Investments in subsidiaries	2021 DKK	2020 DKK
	Cost at 1 January	42,500,000	28,800,000
	Additions for the year	4,200,000	13,700,000
	Cost at 31 December	46,700,000	42,500,000
	Value adjustments at 1 January	0	-5,000,000
	Revaluations for the year, net	0	5,000,000
	Value adjustments at 31 December	0	0
	Carrying amount at 31 December	46,700,000	42,500,000

During 2021 the Company carried out an impairment test of its fixed assets including the investments in subsidiaries. The net book value of these assets as per December 31, 2021 were DKK 54,896 thousand of which the investments in subsidiaries represented DKK 46,700 thousand before impairment.

The recoverable value of the Company's fixed assets has been estimated using the market value of the Group as per December 31, 2021 – based on issues of new shares and trading internally in 2021.

It is the Managements view that the market value will not deteriorate in 2022. Based on the shares price obtained in 2021 management has concluded that the Company's assets are not impaired. Should the market value, contrary to Management's expectations, deteriorate, an impairment loss will only have to be recognized as in case the market value decrease to around 60% of the current value.

Investments in subsidiaries are specified as follows:

	Place of	Place of		Equity interest	
Name	registered office	Share capital	%	Equity	for the year
November First A/S	København	962.000	100%	5.459.526	-8.208.212



6 Contingent assets, liabilities and other financial obligations

Contingent liabilities

The group companies are jointly and severally liable for tax on the jointly taxed incomes etc of the Group. The total amount of corporation tax payable is disclosed in the Annual Report of Fintech solution Lab ApS, which is the management company of the joint taxation purposes. Moreover, the group companies are jointly and severally liable for Danish withholding taxes by way of dividend tax, tax on royalty payments and tax on unearned income. Any subsequent adjustments of corporation taxes and withholding taxes may increase the Company's liability.

Fintech Solution Lab ApS has entered a lease contract with a notice of 3 mounths. The rent obligation amounts to DKK 118.995 pr. December 31, 2021.

7 Other payables

The Vækstfonden Syndication Loan consist of a loan amounting to DKK 7,450,000 plus accumulated interest of DKK 6.196.022. The loan is an interest-only loan with rolled-up annual interest of 11,5% until repayment, which is eight years from entering into the loan agreement in 2015. At any point in time, the Entity may choose to repay the loan or a part hereof.

The Vækstfonden COVID-19 BA-loan, which was received in 2020, consists of a loan amounting to DKK 10,000,000 plus accumulated interest of DKK 645.525. The loan is an interest-only loan with rolled-up annual interest (CIBOR 3 months + 5%). The loan shall be repaid in installments starting in 2023 to be fully repaid in 2026. The Loan Amount will be due for full and final repayment in case of sale of the entity. In case of a sale the lender is further entitled to a bonus if the gross proceeds per share exceeds four times the price per share in connection with the business angel investments made to qualify for the loan, which was DKK 50 per share for 29% and DKK 200 for 71% of the investments made. The bonus equals the loan amount less any repaid interest.

The Vækstfonden additional Covid 19 BA-loan, which was received in 2021, consists of a loan amounting to DKK 2,000,000 plus accumulated interest of 76 t.DKK. With the same conditions as above.



8 Convertible loan

In connection with the borrowing from Vækstfonden in 2021 (see note 7) all lenders accepted to convert their loans. Consequently, on 30rst of April respectively the Company issued 2.000 new shares. The company has reversed interest expenses on converted loan amounting to 20.384 respectively. The reversed interest expenses have been recognized directly to equity under the heading Other equity movement.

9 Uncertainty relating to recognition and measurement

The valuation of the development projects relies on the extent of profitabillity of the subsidary's future currency flow from its customers.

Several customers have signed up during the year, and Management expects the subsidary's activities to grow considerably in the financial years ahead.

The development projects have been valued based on the above expectations, however, Management believes that the valuation is subject to considerable uncertainty should Management's objectives fail to be realised in the fiancial years ahead, contrary to expectations.



10 Accounting Policies

The Annual Report of Fintech Solution Lab ApS for 2021 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class B as well as selected rules applying to reporting class C.

The accounting policies applied remain unchanged from last year.

The Financial Statements for 2021 are presented in DKK.

Recognition and measurement

Revenues are recognised in the income statement as earned. Moreover, all expenses incurred to achieve the earnings for the year are recognised in the income statement, including depreciation, amortisation, impairment losses and provisions as well as reversals due to changed accounting estimates of amounts that have previously been recognised in the income statement.

Assets are recognised in the balance sheet when it is probable that future economic benefits attributable to the asset will flow to the Company, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when it is probable that future economic benefits will flow out of the Company, and the value of the liability can be measured reliably.

Assets and liabilities are initially measured at cost. Subsequently, assets and liabilities are measured as described for each item below.

Translation policies

Transactions in foreign currencies are translated at the exchange rates at the dates of transaction. Exchange differences arising due to differences between the transaction date rates and the rates at the dates of payment are recognised in financial income and expenses in the income statement.

Receivables, payables and other monetary items in foreign currencies that have not been settled at the balance sheet date are translated at the exchange rates at the balance sheet date. Any differences between the exchange rates at the balance sheet date and the rates at the time when the receivable or the debt arose are recognised in financial income and expenses in the income statement.

Income Statement

Revenue

Revenue from the sale of services is recognised when the risks and rewards relating to the services sold have been transferred to the purchaser, the revenue can be measured reliably and it is probable that the economic benefits relating to the sale will flow to the Company.



10 Accounting Policies (continued)

Revenue is measured at the consideration received and is recognised exclusive of VAT and net of discounts relating to sales.

Other external expenses

Other external expenses comprise indirect production costs and expenses for premises, sales and distribution as well as office expenses, etc.

Gross profit/loss

With reference to section 32 of the Danish Financial Statements Act, gross profit/loss is calculated as a summary of revenue, other operating income and other external expenses.

Staff expenses

Staff expenses comprise wages and salaries as well as payroll expenses.

Amortisation, depreciation and impairment losses

Amortisation, depreciation and impairment losses comprise amortisation, depreciation and impairment of intangible assets and property, plant and equipment.

Other operating income and expenses

Other operating income and other operating expenses comprise items of a secondary nature to the main activities of the Company, including gains and losses on the sale of intangible assets and property, plant and equipment.

Financial income and expenses

Financial income and expenses are recognised in the income statement at the amounts relating to the financial year.

Tax on profit/loss for the year

Tax for the year consists of current tax for the year and changes in deferred tax for the year. The tax attributable to the profit for the year is recognised in the income statement, whereas the tax attributable to equity transactions is recognised directly in equity.

The Company is jointly taxed with wholly owned Danish and foreign subsidiaries. The tax effect of the joint taxation is allocated to enterprises in proportion to their taxable incomes.



10 Accounting Policies (continued)

Balance Sheet

Intangible assets

Intangible assets etc comprise development projects completed.

Development projects on clearly defined and identifable products and processes, for which the technical rate of utilisation, adequate ressources and a potential future market or development opportunity in the enterprise can be established, and where the intention is to manufacture, market or apply the product or process in question, are recognised as intangible assets. Other development costs are recognised as costs in the income statement as incurred. When recognising development projects as intangible assets, an amount equalling the costs incurred is taken to equity under Reserve for development costs that is reduced as the development projects are amortised and written down.

The cost of development projects comprises costs such as salaries and amortisation that are directly and indirectly attributable to he developments projects.

Indirect production costs in the form of indirectly attributable staff costs and amortisation of intangible assets and depreciation of property, plant and equipment used in the development process are recognised in cost based on time spent on each project.

Completed development projects are amortised on a straight-line basis using their estimated useful lives which are determined based on a specific assessment of each development project. The amortisation periods used are 5 years.

Impairment of fixed assets

The carrying amounts of intangible assets and property, plant and equipment are reviewed on an annual basis to determine whether there is any indication of impairment other than that expressed by amortisation and depreciation.

If so, the asset is written down to its lower recoverable amount.

Investments in subsidiaries

Investments in subsidiaries are measured at cost. Where cost exceeds the recoverable amount, write-down is made to this lower value.

Receivables

Receivables are measured in the balance sheet at the lower of amortised cost and net realisable value, which corresponds to nominal value less provisions for bad debts.



10 Accounting Policies (continued)

Prepayments

Prepayments comprise prepaid expenses concerning rent, insurance premiums, subscriptions and interest.

Deferred tax assets and liabilities

Deferred income tax is measured using the balance sheet liability method in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes on the basis of the intended use of the asset and settlement of the liability, respectively.

Deferred tax assets are measured at the value at which the asset is expected to be realised, either by elimination in tax on future earnings or by set-off against deferred tax liabilities within the same legal tax entity.

Deferred tax is measured on the basis of the tax rules and tax rates that will be effective under the legislation at the balance sheet date when the deferred tax is expected to crystallise as current tax. Any changes in deferred tax due to changes to tax rates are recognised in the income statement or in equity if the deferred tax relates to items recognised in equity.

Current tax receivables and liabilities

Current tax liabilities and receivables are recognised in the balance sheet as the expected taxable income for the year adjusted for tax on taxable incomes for prior years and tax paid on account. Extra payments and repayment under the on-account taxation scheme are recognised in the income statement in financial income and expenses.

