



Piaster Revisorerne
vi giver bedre råd

Goodwings ApS

CVR-no. 37 03 67 49

Gammel Kongevej 3E, st. th.
1610 København V

Annual Report 2019/20 (Financial year 1 July 2019 - 30 June 2020)

The Annual Report is presented and
adopted at the Annual General Meeting of
shareholders on the 2 December 2020

Morten Rosenmejer
Chairman of the meeting

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Management's Statement

The Board of Directors and the Executive Board have today considered and approved the Annual Report of 1 July 2019 - 30 June 2020 for Goodwings ApS.

The Annual Report has been 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 assets and liabilities, financial position and results of operations for the financial year ended 30 June 2020.

In our opinion the Management's Review gives a true and fair statement regarding the content in the Management's Review.

We recommend the Annual Report approved at the Annual General Meeting.

Copenhagen, 23 November 2020

Executive Board:

Christian Møller-Holst

Board of Directors:

Morten Rosenmejer

Nicholas Michael
Hammeken

Arve Johan Andresen

Anders Colding Friis

Morten Ingemann
Hvitved

Nicolas Alexander
Branas Michaelsen

Ditlev Gustav Wedell-
Wedellsborg

Independent Auditor's Reports

To the Shareholders of Goodwings ApS

Opinion

We have audited the Financial Statements of Goodwings ApS for the financial year 1 July 2019 - 30 June 2020, which comprise the income statement, balance sheet, statement of changes in equity, notes and 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 30 June 2020 and of the results of the operations for the financial year 1 July 2019 - 30 June 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 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 requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Management's Responsibilities for the 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.

Independent Auditor's Reports (-continued)

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 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 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.

Independent Auditor's Reports (-continued)

- 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.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the Financial Statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Statement on 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 Acts. We did not identify any material misstatement of Management's Review.

Allerød, 23 November 2020

**Piaster Revisorerne,
statsautoriseret revisionsaktieselskab
CVR. no.: 25 16 00 37**

Steen Dahl Andersen
State Authorized Public Accountant
mne29455

Corporate information

Company details

Goodwings ApS
Gammel Kongevej 3E, st. th.
1610 København V

CVR no.: 37 03 67 49
Founded: 17 August 2015
Registered office: Copenhagen
Financial year: 1 July - 30 June

Executive Board

Christian Møller-Holst

Board of Directors

Morten Rosenmejer
Nicholas Michael Hammeken
Arve Johan Andresen
Anders Colding Friis
Morten Ingemann Hvitved
Nicolas Alexander Branas Michaelsen
Ditlev Gustav Wedell-Wedellsborg

Auditor

Piaster Revisorerne,
Statsautoriseret Revisionsaktieselskab
Engholm Parkvej 8
3450 Allerød

Management's Review

Primary activities of the Company

Primary activities have been the further development of the Company's online booking engine along with the adjustment of the Company's core concept and offer to new Post-Covid circumstances and market conditions including the further development of the Company's acquisition strategy with new partner types and channels.

Development in activities and financial affairs

The company's financial performance is considered unsatisfying as it had been contemplated that the fiscal year 2019/20 would be a year of rapid growth and increased revenue, however the global Covid-19 pandemic put an end to months of double-digit growth rates.

Outlook 2020/21

The Company's performance pre-Covid led to a successful capital raise in the first months of the fiscal year of 20/21. The Company managed to secure approx. DKK 18M as both equity and loan.

With this money, and a significantly lower cost base, the Company will focus on preparing to bounce back post-Covid as travel restrictions are expected to be lifted.

Significant events occurred after the end of the financial year

Funding was raised from existing and new investors after the end of the financial year.

Income Statement 1 July - 30 June

DKK	Notes	2019/20	2018/19
Gross profit (loss)		-4.778.526	-3.790.198
Staff costs	1	-9.446.007	-7.407.532
Other operating expenses		-17.496	0
Operating profit		-14.242.029	-11.197.730
Financial expenses		-17.169	-25.600
Profit before tax		-14.259.198	-11.223.330
Tax on profit for the year	2	1.858.644	1.597.472
Profit for the year		-12.400.554	-9.625.858
Proposed distribution of results			
Retained earnings		-12.400.554	-9.625.858
Total distribution		-12.400.554	-9.625.858

Balance Sheet at 30 June

Assets

	Notes	2020	2019
Other long-term receivables	2	1.858.644	1.613.426
Financial fixed assets		1.858.644	1.613.426
Fixed assets		1.858.644	1.613.426
Trade receivables		9.386	90.931
Short-term tax receivables		0	1.063.588
Other receivables		1.305.226	2.168.460
Receivables		1.314.612	3.322.979
Cash and cash equivalents		1.929.659	6.146.219
Current assets		3.244.271	9.469.198
Assets		5.102.915	11.082.624

Balance Sheet at 30 June

Equity and liabilities

	Notes	2020	2019
Share capital		247.699	247.699
Retained earnings		-4.007.806	8.392.748
Equity		-3.760.107	8.640.447
Other long-term payables		42.500	42.500
Long-term liabilities other than provisions		42.500	42.500
Prepayments received from customers		197.519	576.648
Trade payables		938.831	574.854
Payables to group enterprises		0	57.480
Other payables	3	7.684.172	1.190.695
Short-term liabilities other than provisions		8.820.522	2.399.677
Liabilities other than provisions		8.820.522	2.399.677
Equity and liabilities		5.102.915	11.082.624
Significant events occurred after the end of the financial year	4		
Warrants	5		
Contingent liabilities	6		
Assets pledged as security	7		

Statement of changes in equity 1 July - 30 June

	<u>2020</u>	<u>2019</u>
Share capital		
Beginning balance	247.699	181.388
Increase of capital	0	66.311
End balance	<u>247.699</u>	<u>247.699</u>
Retained earnings		
Beginning balance	8.392.748	4.673.106
Expenses incurred in setting up capital increase	0	-100.949
Share premium at capital increase	0	13.446.449
Profit (loss)	-12.400.554	-9.625.858
End balance	<u>-4.007.806</u>	<u>8.392.748</u>
Equity	<u>-3.760.107</u>	<u>8.640.447</u>

Notes

	<u>2019/20</u>	<u>2018/19</u>
1 Staff costs		
Wages and salaries	9.339.317	7.303.452
Post-employment benefit expense	41.086	36.164
Social security contributions	65.604	67.916
	<u>9.446.007</u>	<u>7.407.532</u>
Average number of full time employees	<u>18</u>	<u>16</u>
2 Tax on profit for the year		
Tax this year to be paid out due to research and development costs (Danish tax credit scheme)	-1.858.644	-1.613.426
Tax prior years	0	15.954
	<u>-1.858.644</u>	<u>-1.597.472</u>

3 Other payables

The Company has issued convertible debt notes nominal DKK 5.050.000 allowing investors to convert their debt into shares at the time of certain qualifying events. Debt of DKK 5.050.000 was converted to shares after the end of the financial year. The share price was DKK 42,3903 at the time of conversion.

4 Significant events occurred after the end of the financial year

Funding was raised from existing and new investors after the end of the financial year.

5 Warrants

The company has issued warrants according to the company's Articles of Association.

Notes

	<u>2020</u>
6 Contingent liabilities	
Payments regarding lease of office space in the leaseperiod up until 30/4 2024, amounts to	<u>1.932.000</u>

Goodwings ApS was management company in the national joint taxation with Goodwings Medarbejderfond IVS which was liquidated 15 November 2019. Goodwings ApS is jointly liable on corporation taxes and taxes on dividends, interest and royalties regarding transactions in the joint taxation performed before 15 November 2019.

	<u>2020</u>
7 Assets pledged as security	
Bank balance pledged as security for any debt to Danske Bank	<u>39.516</u>

Accounting policies

The Annual Report has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class B with election from reporting class C.

The accounting policies are consistent with those of last year.

General

Reporting currency

The Annual Report is presented in Danish kroner (DKK).

In general regarding accounting and measuring

Income is recognized in the income statement when they are earned. Furthermore are all costs, depreciations and write downs recognized in the income statement when incurred.

Assets are recognized in the balance sheet when it is probable that future economical benefits will accrue to the company and the assets value can be measured reliably.

Liabilities are recognized in the balance sheet when it is probable that future economical benefits will be deducted from the company and the value can be measured reliably.

On initial recognition assets and liabilities are measured to cost price. Thereafter assets and liabilities are measured as described for each entry.

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 statement

Gross profit

With reference to section 32 of the Danish Financial Statement Act, the items "Revenue", Cost of sales", "Other operating income" and "Other external expenses" are consolidated into one item designated "Gross profit".

Accounting policies

Revenue

Revenue includes invoiced sales of goods and rendering of services. Recognition is done, when:

- delivery and transfer of risk to the buyer has taken place before year end
- a committing sales agreement exists
- sales price is determined, and
- payment is received, or there are reasonable assurance that it will be received

Revenue is measured net of all types of discounts/ rebates granted. Also revenue is measured net of VAT and other indirects taxes charged on behalf of third parties.

Cost of sales

Cost of sales include costs incurred to achieve revenue for the year.

Other external expenses

Other external expenses include expenses related to research and development, distribution, advertising, administration, bad debt, premises, operating lease agreements etc.

Development costs are recognized directly in the income statement. Development costs could be recognised as an assets if strict criteria are met, in particular relating to technical feasibility and generation of future economic benefits. The Directors consider that, due to the complex nature of development, these criteria are not met until relatively late in the development phase.

Staff costs

Staff costs comprise costs such as wages and salaries, pension costs and other social security benefits ect. to the company's employees.

Other operating income and expenses

Other operating income and expenses includes items of a secondary nature relative to the enterprise's core business.

Financial items

Financial income and expenses are recognized in the income statement with the amounts related to the year. Financial income and expenses comprise interest receivable and payable, realised and unrealised capital gains on securities and currency translation adjustments.

Tax expense

Tax on income for the year, consisting of the year's current tax and deferred tax, is recognized in the income statement to the extent that it relates to the income or loss for the year and on equity to the extent that it relates there to.

Accounting policies

Balance sheet

Financial fixed assets

Longterm investments in group enterprises

Investments in group enterprises are recognized at historic cost less accumulated impairment losses. If the historic cost exceeds the recoverable amount the investment is written down to this lower value. Received dividends in the financial year from group enterprises are recognized in the income statement.

Receivables

Receivables are measured at amortized cost which corresponds in all material respects to nominal value. The value is reduced with provisions for expected bad debts.

Cash and bank balances

Cash and cash equivalents include cash at bank and in hand converted at current exchange rate at the balance sheet date.

Dividends

Dividends expected to be paid in respect of the year are stated as a separate line item under equity. Proposed dividends are recognized as a liability at the time of adoption by the shareholders at the annual general meeting.

Prepayments received from customers

Deferred income, recognized under liabilities, comprise income concerning subsequent financial years.

Current tax and current deferred tax

Current tax liabilities and current tax assets are recognized in the balance sheet as estimated tax on the taxable income for the year, adjusted for change in tax on prior years' taxable income and for tax paid under the on-account tax scheme.

Deferred tax is measured according to the balance sheet liability method on all timing differences between the tax and accounting value of assets and liabilities.

Deferred tax assets, including the tax value of tax loss carryforwards, are recognised at the expected value of their utilisation within the foreseeable future; 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. Any deferred net assets are measured at net realisable value.

Accounting policies

Deferred income tax is measured using tax rules and tax rates that apply by the balance sheet date when the deferred tax asset is realised or the deferred income tax liability is settled. The change in deferred tax as a result of changes in tax rates is recognized in the income statement.

Liabilities

Other liabilities are measured at amortized cost, traditionally corresponding to the nominal value.

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Anders Colding Friis

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Ditlev Gustav Wedell-Wedellsborg

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Christian Møller-Holst

Direktør

På vegne af: Goodwings ApS

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Morten Rosenmejer

Bestyrelsesmedlem

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IP: 195.249.xxx.xxx

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Morten Rosenmejer

Dirigent

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Morten Ingemann Hvitved

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NEM ID 

Steen Dahl Andersen

Revisor

På vegne af: Piaster Revisorerne, Statsautoriseret r...

Serienummer: CVR:25160037-RID:67629748

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