

UrbanWineBox ApS

c/o SPACES, Ny Carlsberg Vej 80, 1799 København V

Company reg. no. 37 26 61 24

Annual report

2022

The annual report was submitted and approved by the general meeting on the 17 March 2023.

Mathias Axel Laugesen
Chairman of the meeting

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Notes:

- To ensure the greatest possible applicability of this document, IAS/IFRS English terminology has been used.
- Please note that decimal points have not been used in the usual English way. This means that for instance DKK 146.940 means the amount of DKK 146,940, and that 23,5 % means 23.5 %.

Management's statement

Today, the Board of Directors and the Managing Director have approved the annual report of UrbanWineBox ApS for the financial year 2022.

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

We consider the chosen accounting policy to be appropriate, and in our opinion, the financial statements give a true and fair view of the financial position of the Company at 31 December 2022 and of the results of the Company's operations for the financial year 1 January – 31 December 2022.

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

We recommend that the annual report be approved at the Annual General Meeting.

Copenhagen, 17 March 2023

Managing Director

Mathias Axel Laugesen

Board of directors

Søren Hoelgaard Justesen
Chairman

Henrik Sparup

Peter Rodenberg Nielsen

Andrew Barton Christian Dahl

Søren Morbitzer Christoffersen

Independent auditor's report

To the Shareholders of UrbanWineBox ApS

Opinion

We have audited the financial statements of UrbanWineBox ApS for the financial year 1 January - 31 December 2022, which comprise a summary of significant accounting policies, income statement, balance sheet, statement of changes in equity and notes, for the Company. The financial statements are prepared under 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 2022, and of the results of the Company's operations for the financial year 1 January - 31 December 2022 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' 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.

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 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.

Independent auditor's report

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.
- Evaluate the overall presentation, structure and contents of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.

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

Statement on Management's Review

Management is responsible for Management's Review.

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

Independent auditor's report

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

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

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

Glostrup, 17 March 2023

PKF Munkebo Vindelev

State Authorised Public Accountants
Company reg. no. 14 11 92 99

Peter Krogsrud Eriksen
State Authorised Public Accountant
mne34335

Company information

The company

UrbanWineBox ApS
c/o SPACES
Ny Carlsberg Vej 80
1799 København V

Company reg. no. 37 26 61 24
Established: 27 November 2015
Domicile: Copenhagen
Financial year: 1 January - 31 December
7th financial year

Board of directors

Søren Hoelgaard Justesen, Chairman
Henrik Sparup
Peter Rodenberg Nielsen
Andrew Barton Christian Dahl
Søren Morbitzer Christoffersen

Managing Director

Mathias Axel Laugesen

Auditors

PKF Munkebo Vindelev, Statsautoriseret Revisionsaktieselskab
Hovedvejen 56
2600 Glostrup

Bankers

Jyske Bank, Gl. Kongevej 136, 1850 Frederiksberg C

Financial highlights

DKK in thousands.	<u>2022</u>	<u>2021</u>	<u>2020</u>	<u>2019</u>	<u>2018</u>
Income statement:					
Gross profit	83	-526	-2.688	-2.595	-1.189
Profit from operating activities	-1.763	-2.213	-4.139	-3.462	-2.104
Net financials	-367	-321	-155	2	-2
Net profit or loss for the year	-2.131	-2.534	-4.060	-3.178	-2.469
Statement of financial position:					
Balance sheet total	1.250	1.983	4.360	1.778	916
Investments in property, plant and equipment	0	345	278	178	30
Equity	-4.958	-4.018	-1.484	1.324	502
Employees:					
Average number of full-time employees	7	7	8	5	4

Management's review

Description of key activities of the company

The objective of the company is to facilitate trade and storage of wine and to carry out activities in connection thereto.

Development in activities and financial matters

Income or loss from ordinary activities after tax totals DKK -2.131.000 against DKK -2.534.000 last year. Management considers the net profit or loss for the year satisfactory.

The company has lost more than half of the share capital and is therefore subject to the Company Act § 119. The company expects to restore the capital through future earnings.

Treasury shares

The enterprise's holding of treasury shares is 1,613 shares at DKK 1 each, corresponding to 0.09 % of the contributed capital.

Events occurring after the end of the financial year

No events have occurred subsequent to the balance sheet date, which would have material impact on the financial position of the company.

Accounting policies

The annual report for UrbanWineBox ApS has been presented in accordance with the Danish Financial Statements Act regulations concerning reporting class B enterprises. Furthermore, the company has decided to comply with certain rules applying to reporting class C enterprises.

The accounting policies are unchanged from last year, and the annual report is presented in DKK.

Recognition and measurement in general

Income is recognised in the income statement concurrently with its realisation, including the recognition of value adjustments of financial assets and liabilities. Likewise, all costs are recognised in the income statement, including depreciations amortisations, write-downs for impairment, provisions, and reversals due to changes in estimated amounts previously recognised in the income statement.

Assets are recognised in the statement of financial position when it seems probable that future economic benefits will flow to the company and the value of the asset can be reliably measured.

Liabilities are recognised in the statement of financial position when it is seems probable that future economic benefits will flow out of the company and the value of the liability can be reliably measured.

Assets and liabilities are measured at cost at the initial recognition. Hereafter, assets and liabilities are measured as described below for each individual accounting item.

Upon recognition and measurement, allowances are made for such predictable losses and risks which may arise prior to the presentation of the annual report and concern matters that exist on the reporting date.

Income statement

Gross profit

Gross profit comprises the revenue, cost of sales and other external costs.

The enterprise will be applying IAS 11 and IAS 18 as its basis of interpretation for the recognition of revenue.

Revenue is recognised in the income statement if delivery and passing of risk to the buyer have taken place before the end of the year and if the income can be determined reliably and inflow is anticipated. Revenue is measured at the fair value of the consideration promised exclusive of VAT and taxes and less any discounts relating directly to sales.

Cost of sales comprises costs concerning purchase of raw materials and consumables less discounts and changes in inventories.

Other external expenses comprise expenses incurred for distribution, sales, advertising, administration, and operational leasing costs.

Accounting policies

Staff costs

Staff costs include salaries and wages, including holiday allowances, pensions, and other social security costs, etc., for staff members.

Depreciation, amortisation, and write-down for impairment

Depreciation, amortisation, and write-down for impairment comprise depreciation on, amortisation of, and write-down for impairment of intangible and tangible assets, respectively.

Financial income and expenses

Financial income and expenses are recognised in the income statement with the amounts concerning the financial year. Financial income and expenses comprise interest income and expenses, and realised and unrealised capital gains and losses.

Tax on net profit or loss for the year

Tax for the year comprises the current income tax for the year and changes in deferred tax and is recognised in the income statement with the share attributable to the net profit or loss for the year and directly in equity with the share attributable to entries directly in equity.

Statement of financial position

Property, plant, and equipment

Property, plant, and equipment are measured at cost less accrued depreciation and write-down for impairment.

The depreciable amount is cost less any expected residual value after the end of the useful life of the asset. The amortisation period and the residual value are determined at the acquisition date and reassessed annually. If the residual value exceeds the carrying amount, the depreciation is discontinued.

The cost comprises acquisition cost and costs directly associated with the acquisition until the time when the asset is ready for use.

Depreciation is done on a straight-line basis according to an assessment of the expected useful life:

	Useful life
Other fixtures and fittings, tools and equipment	3-5 years

Minor assets with an expected useful life of less than 1 year are recognised as costs in the income statement in the year of acquisition.

Leasehold improvements

Leasehold improvements are measured at cost less accrued depreciations. Depreciation is done on a straightline basis over the estimated useful life of the asset, which is set at 5 years.

Accounting policies

Investments

Deposits

Deposits are measured at amortised cost and represent lease deposits, etc.

Impairment loss relating to non-current assets

The carrying amount of both intangible and tangible fixed assets are subject to annual impairment tests in order to disclose any indications of impairment beyond those expressed by amortisation and depreciation respectively.

If indications of impairment are disclosed, impairment tests are carried out for each individual asset or group of assets, respectively. write-down for impairment is done to the recoverable amount if this value is lower than the carrying amount.

The recoverable amount is the higher value of value in use and selling price less expected selling cost. The value in use is calculated as the present value of the expected net cash flows from the use of the asset or the asset group and expected net cash flows from the sale of the asset or the asset group after the end of their useful life.

Previously recognised impairment losses are reversed when conditions for impairment no longer exist. Impairment relating to goodwill is not reversed.

Inventories

Inventories are measured at cost according to the FIFO method. In cases when the net realisable value of the inventories is lower than the cost, the latter is written down for impairment to this lower value.

Costs of goods for resale, raw materials, and consumables comprise acquisition costs plus delivery costs.

The net realisable value for inventories is recognised as the estimated selling price less costs of completion and selling costs. The net realisable value is determined with due consideration of negotiability, obsolescence, and the development of expected market prices.

Receivables

Receivables are measured at amortised cost, which usually corresponds to nominal value.

In order to meet expected losses, impairment takes place at the net realisable value. The company has chosen to use IAS 39 as a basis for interpretation when recognising impairment of financial assets, which means that impairments must be made to offset losses where an objective indication is deemed to have occurred that an account receivable or a portfolio of accounts receivable is impaired. If an objective indication shows that an individual account receivable has been impaired, an impairment takes place at individual level.

Prepayments

Prepayments recognised under assets comprise incurred costs concerning the following financial year.

Accounting policies

Cash and cash equivalents

Cash and cash equivalents comprise cash at bank.

Income tax and deferred tax

Current tax liabilities and current tax receivable are recognised in the statement of financial position as calculated tax on the taxable income for the year, adjusted for tax of previous years' taxable income and for tax paid on account.

Deferred tax is measured on the basis of temporary differences in assets and liabilities with a focus on the statement of financial position. Deferred tax is measured at net realisable value.

Deferred tax assets, including the tax value of tax losses allowed for carryforward, are recognised at the value at which they are expected to be realisable, either by settlement against tax of future earnings or by set-off in deferred tax liabilities within the same legal tax unit. Any deferred net tax assets are measured at net realisable value.

Liabilities other than provisions

Other liabilities concerning payables to suppliers and other payables are measured at amortised cost which usually corresponds to the nominal value.

Deferred income

Payments received concerning future income are recognised under deferred income.

Income statement 1 January - 31 December

All amounts in DKK.

<u>Note</u>	<u>2022</u>	<u>2021</u>
Gross profit	83.372	-526.004
1 Staff costs	-1.602.404	-1.497.144
Depreciation and impairment of property, land, and equipment	-244.175	-189.699
Profit before net financials	-1.763.207	-2.212.847
Other financial expenses	-367.452	-321.078
Pre-tax net profit or loss	-2.130.659	-2.533.925
Tax on net profit or loss for the year	0	0
Net profit or loss for the year	-2.130.659	-2.533.925
Proposed distribution of net profit:		
Allocated from retained earnings	-2.130.659	-2.533.925
Total allocations and transfers	-2.130.659	-2.533.925

Balance sheet at 31 December

All amounts in DKK.

<u>Note</u>	<u>2022</u>	<u>2021</u>
Assets		
Non-current assets		
2 Other fixtures, fittings, tools and equipment	263.575	507.750
Total property, plant, and equipment	<u>263.575</u>	<u>507.750</u>
3 Deposits	94.359	94.359
Total investments	<u>94.359</u>	<u>94.359</u>
Total non-current assets	<u>357.934</u>	<u>602.109</u>
Current assets		
Raw materials and consumables	67.037	73.200
Total inventories	<u>67.037</u>	<u>73.200</u>
Trade receivables	225.623	228.697
4 Income tax receivables	0	0
Other receivables	0	1.000
Prepayments	0	255.475
Total receivables	<u>225.623</u>	<u>485.172</u>
Cash and cash equivalents	599.013	822.977
Total current assets	<u>891.673</u>	<u>1.381.349</u>
Total assets	<u>1.249.607</u>	<u>1.983.458</u>

Balance sheet at 31 December

All amounts in DKK.

Equity and liabilities		
<u>Note</u>	<u>2022</u>	<u>2021</u>
Equity		
Contributed capital	1.779.235	1.613.491
Retained earnings	-6.737.281	-5.631.215
Total equity	-4.958.046	-4.017.724
Liabilities other than provisions		
Other payables	5.431.609	5.536.270
5 Total long term liabilities other than provisions	5.431.609	5.536.270
5 Current portion of long term liabilities	457.131	0
Trade payables	16.313	212.161
Other payables	297.200	252.751
Deferred income	5.400	0
Total short term liabilities other than provisions	776.044	464.912
Total liabilities other than provisions	6.207.653	6.001.182
Total equity and liabilities	1.249.607	1.983.458

6 Contingencies

Statement of changes in equity

All amounts in DKK.

	Contributed capital	Share premium	Retained earnings	Total
	<hr/>	<hr/>	<hr/>	<hr/>
Equity 1 January 2021	1.613.491	0	-3.097.290	-1.483.799
Profit or loss for the year brought forward	0	0	-2.533.925	-2.533.925
Equity 1 January 2022	<hr/> 1.613.491	<hr/> 0	<hr/> -5.631.215	<hr/> -4.017.724
Cash capital increase	165.744	1.024.593	0	1.190.337
Profit or loss for the year brought forward	0	0	-2.130.659	-2.130.659
Transferred to retained earnings	0	-1.024.593	1.024.593	0
	<hr/> 1.779.235	<hr/> 0	<hr/> -6.737.281	<hr/> -4.958.046

Notes

All amounts in DKK.

	<u>2022</u>	<u>2021</u>
1. Staff costs		
Salaries and wages	1.548.385	1.446.387
Other costs for social security	22.720	22.436
Other staff costs	31.299	28.321
	<u>1.602.404</u>	<u>1.497.144</u>
 Average number of employees	 <u>7</u>	 <u>7</u>
	 <u>31/12 2022</u>	 <u>31/12 2021</u>
2. Other fixtures, fittings, tools and equipment		
Cost 1 January 2022	1.226.600	881.229
Additions during the year	0	345.371
Cost 31 December 2022	<u>1.226.600</u>	<u>1.226.600</u>
Depreciation 1 January 2022	-718.850	-529.152
Depreciation for the year	-244.175	-189.698
Depreciation 31 December 2022	<u>-963.025</u>	<u>-718.850</u>
 Carrying amount, 31 December 2022	 <u>263.575</u>	 <u>507.750</u>
3. Deposits		
Cost 1 January 2022	94.359	73.616
Additions during the year	0	20.743
Cost 31 December 2022	<u>94.359</u>	<u>94.359</u>
 Carrying amount, 31 December 2022	 <u>94.359</u>	 <u>94.359</u>
4. Income tax receivables		
Income tax receivables 1 January 2022	0	233.714
Income tax paid concerning last year	0	-233.714
Income tax receivables concerning previous years	0	0
	<u>0</u>	<u>0</u>

Notes

All amounts in DKK.

5. Long term liabilities other than provisions

	Total payables 31 Dec 2022	Current portion of long term payables	Long term payables 31 Dec 2022	Outstanding payables after 5 years
Other payables	5.888.740	457.131	5.431.609	0
	5.888.740	457.131	5.431.609	0

6. Contingencies

Contingent assets

The company has a deferred tax asset of t.DKK 3.023 which has not been recognized due to uncertainty regarding future usage.

Contingent liabilities

Rental liabilities

The company has entered into three tenancy agreements with three- and six-months notice. One lease can be terminated at earliest December 1, 2023. The company has a rental commitment of t.DKK 289 as of December 2022.