

GAN Integrity Solutions Holding ApS

Gammel Mønt 1, 4.
1117 København K
Business Registration No
37313858

Annual report 2017

The Annual General Meeting adopted the annual report on 18.06.2018

Chairman of the General Meeting

Name: Thomas John Hart Sehested

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Entity details

Entity

GAN Integrity Solutions Holding ApS
Gammel Mønt 1, 4.
1117 København K

Central Business Registration No (CVR): 37313858
Registered in: København
Financial year: 01.01.2017 - 31.12.2017

Board of Directors

Thomas John Hart Sehested, chairman
John Joseph Roberts
Thomas Weilby Knudsen

Executive Board

Thomas John Hart Sehested, managing director

Auditors

Deloitte Statsautoriseret Revisionspartnerselskab
Weidekampsgade 6
Postboks 1600
0900 København C

Statement by Management on the annual report

The Board of Directors and the Executive Board have today considered and approved the annual report of GAN Integrity Solutions Holding ApS for the financial year 01.01.2017 - 31.12.2017.

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

In our opinion, the financial statements give a true and fair view of the Entity's financial position at 31.12.2017 and of the results of its operations for the financial year 01.01.2017 - 31.12.2017.

We believe that the management commentary contains a fair review of the affairs and conditions referred to therein.

We recommend the annual report for adoption at the Annual General Meeting.

Copenhagen, 18.06.2018

Executive Board

Thomas John Hart Sehested
managing director

Board of Directors

Thomas John Hart Sehested
chairman

John Joseph Roberts

Thomas Weilby Knudsen

Independent auditor's report

To the shareholders of GAN Integrity Solutions Holding ApS

Opinion

We have audited the financial statements of GAN Integrity Solutions Holding ApS for the financial year 01.01.2017 - 31.12.2017, which comprise the income statement, balance sheet, statement of changes in equity and notes, including a summary of significant 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 Entity's financial position at 31.12.2017 and of the results of its operations for the financial year 01.01.2017 - 31.12.2017 in accordance with the Danish Financial Statements Act.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and 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 this auditor's report. We are independent of the Entity in accordance with the International Ethics Standards Board of 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 Entity's ability to continue as a going concern, for disclosing, as applicable, matters related to going concern, and for using the going concern basis of accounting in preparing the financial statements unless Management either intends to liquidate the Entity 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:

Independent auditor's report

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Entity'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 Entity'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 Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures in the notes, 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 commentary

Management is responsible for the management commentary.

Our opinion on the financial statements does not cover the management commentary, 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 commentary and, in doing so, consider whether the management commentary is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether the management commentary provides the information required under the Danish Financial Statements Act.

Independent auditor's report

Based on the work we have performed, we conclude that the management commentary 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 of the management commentary.

Copenhagen, 18.06.2018

Deloitte

Statsautoriseret Revisionspartnerselskab
Central Business Registration No (CVR)
33963556

Bjørn Winkler Jakobsen
State Authorised Public Accountant
Identification No (MNE) mne32127

Henrik Wolff Mikkelsen
State Authorised Public Accountant
Identification No (MNE) mne33747

Management commentary

Primary activities

The purpose of the company is investments in group enterprises and related business.

Development in activities and finances

The annual report presents a loss of DKK (15.835)k, a balance sheet of DKK 0k and an equity of DKK (1.184)k.

The company is subject to capital loss in accordance with the Danish Companies Act. Management expects the equity to be re-established through future operations.

Events after the balance sheet date

No events have occurred after the balance sheet date to this date, which would influence the evaluation of this annual report.

Income statement for 2017

	<u>Notes</u>	<u>2017 DKK</u>	<u>2015/16 DKK'000</u>
Gross loss		(7.500)	(136)
Income from investments in group enterprises		(788.083)	0
Other financial income from group enterprises		74.071	1.139
Other financial expenses	2	<u>(15.113.869)</u>	<u>(1.139)</u>
Profit/loss for the year		<u>(15.835.381)</u>	<u>(136)</u>
Proposed distribution of profit/loss			
Retained earnings		<u>(15.835.381)</u>	<u>(136)</u>
		<u>(15.835.381)</u>	<u>(136)</u>

Balance sheet at 31.12.2017

	<u>Notes</u>	<u>2017 DKK</u>	<u>2015/16 DKK'000</u>
Investments in group enterprises		<u>0</u>	<u>788</u>
Fixed asset investments	3	<u>0</u>	<u>788</u>
Fixed assets		<u>0</u>	<u>788</u>
Receivables from group enterprises		<u>0</u>	<u>22.112</u>
Receivables		<u>0</u>	<u>22.112</u>
Current assets		<u>0</u>	<u>22.112</u>
Assets		<u>0</u>	<u>22.900</u>

Balance sheet at 31.12.2017

	<u>Notes</u>	<u>2017 DKK</u>	<u>2015/16 DKK'000</u>
Contributed capital		1.038.926	788
Retained earnings		<u>(2.222.654)</u>	<u>(136)</u>
Equity		<u>(1.183.728)</u>	<u>652</u>
Convertible and dividend-yielding debt instruments		1.176.228	15.069
Payables to shareholders and management		<u>0</u>	<u>7.174</u>
Non-current liabilities other than provisions		<u>1.176.228</u>	<u>22.243</u>
Other payables		<u>7.500</u>	<u>5</u>
Current liabilities other than provisions		<u>7.500</u>	<u>5</u>
Liabilities other than provisions		<u>1.183.728</u>	<u>22.248</u>
Equity and liabilities		<u>0</u>	<u>22.900</u>
Going concern	1		
Contingent liabilities	4		

Statement of changes in equity for 2017

	Contributed capital DKK	Retained earnings DKK	Total DKK
	<u>DKK</u>	<u>DKK</u>	<u>DKK</u>
Equity beginning of year	788.083	(136.430)	651.653
Increase of capital	250.843	13.749.157	14.000.000
Profit/loss for the year	0	(15.835.381)	(15.835.381)
Equity end of year	<u>1.038.926</u>	<u>(2.222.654)</u>	<u>(1.183.728)</u>

Notes

1. Going concern

The company has received a letter of support from the parent company Gan Integrity Holding Inc., which ensures the operations and cash flow for 2018.

	2017	2015/16
	DKK	DKK'000
2. Other financial expenses		
Other financial expenses	15.113.869	1.139
	15.113.869	1.139
		Invest-
		ments in
		group
		enterprises
		DKK
3. Fixed asset investments		
Cost beginning of year		788.083
Cost end of year		788.083
Impairment losses for the year		(788.083)
Impairment losses end of year		(788.083)
Carrying amount end of year		0

4. Contingent liabilities

The Entity participates in a Danish joint taxation arrangement where D68 Holding ApS serves as the administration company. According to the joint taxation provisions of the Danish Corporation Tax Act, the Entity is therefore liable for income taxes etc for the jointly taxed entities, and for obligations, if any, relating to the withholding of tax on interest, royalties and dividend for the jointly taxed entities. The jointly taxed entities' total known net liability under the joint taxation arrangement is disclosed in the administration company's financial statements.

Accounting policies

Reporting class

This annual report has been presented in accordance with the provisions of the Danish Financial Statements Act governing reporting class B enterprises with addition of certain provisions for reporting class C.

The accounting policies applied to these financial statements are consistent with those applied last year.

Recognition and measurement

Assets are recognised in the balance sheet when it is probable as a result of a prior event that future economic benefits will flow to the Entity, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when the Entity has a legal or constructive obligation as a result of a prior event, and it is probable that future economic benefits will flow out of the Entity, and the value of the liability can be measured reliably.

On initial recognition, assets and liabilities are measured at cost. Measurement subsequent to initial recognition is effected as described below for each financial statement item.

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 is recognised in the income statement when earned, whereas costs are recognised by the amounts attributable to this financial year.

Income statement

Gross profit or loss

Gross profit or loss comprises consumables and external expenses.

Other external expenses

Other external expenses include expenses relating to the Entity's ordinary activities, including expenses for premises.

Income from investments in group enterprises

Income from investments in group enterprises comprises dividend etc received from the individual group enterprises in the financial year.

Other financial income from group enterprises

Other financial income from group enterprises comprises interest income etc on receivables from group enterprises.

Other financial expenses

Other financial expenses comprise interest expenses, including interest expenses on payables to group enterprises.

Accounting policies

Balance sheet

Investments in group enterprises

Investments in group enterprises are measured at cost. Investments are written down to the lower of recoverable amount and carrying amount.

Receivables

Receivables are measured at amortised cost, usually equalling nominal value less writedowns for bad and doubtful debts.

Other financial liabilities

Other financial liabilities are measured at amortised cost, which usually corresponds to nominal value.