
November First A/S

Strandgade 98, 3., DK-1401 Copenhagen

Annual Report for 1 January - 31 December 2019

CVR No 37 36 76 05

The Annual Report was
presented and adopted at
the Annual General
Meeting of the Company on
26/03 2020

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 November First A/S for the financial year 1 January - 31 December 2019.

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 2019 of the Company and of the results of the Company operations for 2019.

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, 11 March 2020

Executive Board

Bo Mikael Langseth Nilsson
CEO

Thomas Elsborg Jensen
Executive Officer

Board of Directors

Gregers Kronborg
Chairman

Bo Mikael Langseth Nilsson

Frank Lyhne Hansen

Independent Auditor's Report

To the Shareholder of November First A/S

Opinion

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.

We have audited the Financial Statements of November First A/S for the financial year 1 January - 31 December 2019, 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' 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.

Material Uncertainty Related to Going Concern

It should be noted that a material uncertainty exists which may cast significant doubt on the Company's ability to continue as a going concern. We refer to note 1 to the Financial Statements disclosing that, the Company's going concern is conditional on additional funds being provided and continued customer intake. In preparing the Financial Statements, Management has assumed that additional funds will be contributed in the following financial year. Accordingly, the Financial Statements have been prepared on the assumption of the Company continuing as a going concern. As outlined in note 1, this point to a material uncertainty that may cast substantial uncertainty on the Company's ability to continue as a going concern.

Our opinion has not been modified in respect of this matter.

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.

Independent Auditor's Report

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 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.

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.

Independent Auditor's Report

- 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.

Hellerup, 11 March 2020

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

November First A/S
Strandgade 98, 3.
DK-1401 Copenhagen

CVR No: 37 36 76 05
Financial period: 1 January - 31 December
Municipality of reg. office: Copenhagen

Board of Directors

Gregers Kronborg, Chairman
Bo Mikael Langseth Nilsson
Frank Lyhne Hansen

Executive Board

Bo Mikael Langseth Nilsson
Thomas Elsborg Jensen

Auditors

PricewaterhouseCoopers
Statsautoriseret Revisionspartnerselskab
Strandvejen 44
DK-2900 Hellerup

Management's Review

Financial Statements of November First A/S for 2019 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 provide international payment services to European companies. The IT-platform used to provide these services is owned by the parent company Fintech Solution Lab ApS. The Company operates under license no. 22017 from the Danish Financial Supervisory Authority. The license is valid for operation in Denmark and has been activated in additional 23 European countries.

Development in the year

The income statement of the Company for 2019 shows a loss of DKK 6,448.544 (DKK 9,421,872 in 2018), and at 31 December 2019 the balance sheet of the Company shows equity of DKK 1.794.442 (1.342,986 in 2018).

Main focus has in 2019 been on continued addition to new features to the IT-platform including launch of local payment processing for customers that use the November First integration with Visma economic.

The number of employees and relating costs have decreased compared to 2018.

The financial result for 2019 is as expected.

Funding and going concern

The Company is fully funded by the parent Company Fintech Solution Lab ApS. To fund the Company's continued expansion, it has in 2019 received capital contributions amounting to DKK 6,9m.

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

Subsequent events

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

Income Statement 1 January - 31 December

	Note	2019 DKK	2018 DKK
Gross profit/loss		-1.228.530	-3.017.653
Staff expenses	2	-5.619.061	-6.747.980
Profit/loss before financial income and expenses		-6.847.591	-9.765.633
Financial income		2.372	1.082
Financial expenses		-58.710	-39.286
Profit/loss before tax		-6.903.929	-9.803.837
Tax on profit/loss for the year	3	455.385	381.965
Net profit/loss for the year		-6.448.544	-9.421.872

Distribution of profit

Proposed distribution of profit

Retained earnings		-6.448.544	-9.421.872
		-6.448.544	-9.421.872

Balance Sheet 31 December

Assets

	Note	2019 DKK	2018 DKK
Other receivables		1.500.000	1.500.000
Fixed asset investments	4	1.500.000	1.500.000
Fixed assets		1.500.000	1.500.000
Receivables from group enterprises		13.746	6.250
Other receivables		97.398	137.136
Corporation tax		455.121	381.475
Prepayments		356.418	331.234
Receivables		922.683	856.095
Cash at bank and in hand	7	1.376.679	2.118.514
Currents assets		2.299.362	2.974.609
Assets		3.799.362	4.474.609

Balance Sheet 31 December

Liabilities and equity

	Note	2019 DKK	2018 DKK
Share capital		783.000	714.000
Retained earnings		1.011.442	628.986
Equity		1.794.442	1.342.986
Other payables		181.151	0
Long-term debt	5	181.151	0
Prepayments received from customers		1.029.879	1.904.389
Trade payables		46.188	73.865
Payables to group enterprises		0	19.780
Other payables	5	747.702	1.133.589
Short-term debt		1.823.769	3.131.623
Debt		2.004.920	3.131.623
Liabilities and equity		3.799.362	4.474.609
Going concern	1		
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Statement of Changes in Equity

	<u>Share capital</u> DKK	<u>Retained earnings</u> DKK	<u>Total</u> DKK
Equity at 1 January	714.000	628.986	1.342.986
Cash capital increase	69.000	6.831.000	6.900.000
Net profit/loss for the year	0	-6.448.544	-6.448.544
Equity at 31 December	783.000	1.011.442	1.794.442

Notes to the Financial Statements

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.

The Group is not expected to become profitable in the short term and according to the 2020 plan and budget the Group will require additional funding through 2020 to continue its operations through 2020 and into 2021. To attract new investors, it is the Groups strategy not to be overcapitalized in excess of what is required to fulfill the statutory capital requirement and only to raise funds when needed and then based on proof on increased business value. Consequently, the Group is currently funded from month to month based on the capital requirement and the cash flow forecast.

At the Annual General Meeting on 27.03.2019 the Board of Directors were authorized to increase the share capital in Fintech Solution lab ApS by cash payment or by issue of convertible loans or a combination hereof.

Full subscription will, based on most recent share price, generate funds amounting to a minimum of DKK 15,000,000.

Based on above authorization Fintech Solution Lab ApS issued additional convertible loans amounting to DKK 4,818,431 in 2019. Through February 2020 the Company issued additional convertible loans amounting to DKK 710,000. Major terms and conditions for the convertible loans are described in note 8 to the Annual Report for 2019 for Fintech Solution lab ApS.

Fintech Solution Lab ApS has used and will use most of any capital and/or loans received to further increase the capital in the fully owned subsidiary November First A/S to ensure, that November First A/S continuously fulfill the capital requirements as defined by the Danish Financial Supervisory Authority.

Management estimates that, based on the current activity level and planned initiatives, additional funding amounting to DKK 6,000,000 to DKK 8,000,000 will be needed over the coming twelve months.

Based on the Groups historical ability to attract investors when funding is required and the increasing interest in the November First business model, Management believe that it will successfully achieve raising the required funds to ensure that the Group is a going concern.

As there currently is material uncertainty related to above mentioned events and conditions it may cast significant doubt on the Entity's ability to continue as a going concern and, therefore, that it may be unable to realize its assets and discharge its liabilities in normal cause of business.

Should Management, contrary their expectations, not succeed in rising the required funds, the Group cannot be considered a going concern. Consequently, the Group will cease its activity relating to the November First currency transfer platform and simultaneously request the Danish Supervisory Authority to cancel November First A/S' license to perform payment services. This will free the Group's restricted cash deposit which will be used during a controlled close-down process. However, such procedures will not generate enough liquidity to

Notes to the Financial Statements

1 Going concern (continued)

ensure that investors and lenders may not incur losses.

	<u>2019</u> DKK	<u>2018</u> DKK
2 Staff expenses		
Wages and salaries	5.390.646	6.488.747
Pensions	86.842	56.151
Other social security expenses	25.435	29.411
Other staff expenses	116.138	173.671
	<u>5.619.061</u>	<u>6.747.980</u>
 Average number of employees	 <u>11</u>	 <u>13</u>

Wages and salaries are net of DKK 360.227 (DKK 370.719 in 2018) allocated to the Parent.

3 Tax on profit/loss for the year

Current tax for the year	<u>-455.385</u>	<u>-381.965</u>
	<u>-455.385</u>	<u>-381.965</u>

4 Fixed asset investments

	<u>Other receiv- ables</u> DKK
Cost at 1 January	<u>1.500.000</u>
Cost at 31 December	<u>1.500.000</u>
 Carrying amount at 31 December	 <u>1.500.000</u>

Cash security deposit paid to the Company's bank

Notes to the Financial Statements

5 Long-term debt

Payments due within 1 year are recognised in short-term debt. Other debt is recognised in long-term debt.

The debt falls due for payment as specified below:

Other payables

After 5 years	181.151	0
Long-term part	<u>181.151</u>	<u>0</u>
Other short-term payables	747.702	1.133.589
	<u>928.853</u>	<u>1.133.589</u>

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 Halvsvenske Aner Holding ApS, which is the management company of the joint taxation purposes through 11 December 2019. From 12 December 2019 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 from this date. 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.

7 Cash

As at 31.12.2019, cash includes customer funds received on 27.12.2019 and on 30.12.2019 for payments to be settled on 02.01.2020 and on 03.01.2020 respectively. This amounts to DKK 1.029.879 which is also presented under prepayments received from customers.

Notes to the Financial Statements

8 Accounting Policies

The Annual Report of November First A/S for 2019 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 2019 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.

Notes to the Financial Statements

8 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 and other external expenses.

Staff expenses

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

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.

Balance Sheet

Fixed asset investments

Fixed asset investments consist of restricted cash (deposit).

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.

Notes to the Financial Statements

8 Accounting Policies (continued)

Prepayments

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

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.

Financial debts

Debts are measured at amortised cost, substantially corresponding to nominal value.