

Gezer Properties ApS

Lyngby Hovedgade 10C, 2800 By

Company reg. no. 37 54 93 98

Annual report

1 January - 31 December 2022

The annual report was submitted and approved by the general meeting on the 30 June 2023.

Mikhail Fingerov
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 Executive Board has approved the annual report of Gezer Properties ApS for the financial year 1 January - 31 December 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.

By, 30 June 2023

Executive board

Mikhail Fingerov

Gavriil Fingerov

Independent auditor's report

To the Shareholders of Gezer Properties ApS

Opinion

We have audited the financial statements of Gezer Properties ApS for the financial year 1 January - 31 December 2022, which comprise income statement, balance sheet, statement of changes in equity, notes and a summary of significant accounting policies, 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.

Material Uncertainty Related to Going Concern

Without affecting our conclusion, we draw attention to note 1 of the annual report regarding uncertainty of going concern.

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 report

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.
- 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.

Independent auditor's report

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 Act. We did not identify any material misstatement of Management's Review.

Copenhagen, 30 June 2023

BUUS JENSEN

State Authorised Public Accountants
Company reg. no. 16 11 90 40

Arne Sørensen

State Authorised Public Accountant
mne27757

Company information

The company

Gezer Properties ApS
Lyngby Hovedgade 10C
2800 By

Company reg. no. 37 54 93 98
Established: 15 March 2016
Financial year: 1 January - 31 December

Executive board

Mikhail Fingerov, 31/2 Ha-Kinor St., Maale Adumim, Jerusalem,
Israel
Gavriil Fingerov, 31/2 Ha-Kinor St., Maale Adumim, Jerusalem, Israel

Auditors

BUUS JENSEN, Statsautoriserede revisorer

Subsidiary

MigA GmbH, Deisenhofen

Management's review

Description of key activities of the company

Like previous years, the main activities of the company is to invest in capital interests and provide consultancy-based assistance in connection with real estate investments.

Development in activities and financial matters

Income or loss from ordinary activities after tax totals DKK -1.134.979 against DKK -1.147.919 last year. Management considers the net profit or loss for the year not satisfactory.

Financial resources

The company has lost its entire share capital, and as a result, loans have been provided by the company's shareholders along with additional external financing, ensuring that the company has positive operating liquidity on the balance sheet date. The management assesses the operating liquidity as sufficient. The shareholders have also provided an intention statement to support the company financially. The management plans to divest the investments in the subsidiary with a profit in mind and expects, based on this, to restore the company's capital during the year 2023 if successful.

Income statement 1 January - 31 December

All amounts in DKK.

<u>Note</u>	<u>2022</u>	<u>2021</u>
Gross profit	-123.451	-116.244
Other financial income from group enterprises	143.619	135.309
Other financial income	14.139	157
Impairment of financial assets	-915.024	-819.142
2 Other financial expenses	-254.080	-347.999
Pre-tax net profit or loss	-1.134.797	-1.147.919
Tax on net profit or loss for the year	0	0
Net profit or loss for the year	-1.134.797	-1.147.919
Proposed distribution of net profit:		
Allocated from retained earnings	-1.134.797	-1.147.919
Total allocations and transfers	-1.134.797	-1.147.919

Balance sheet at 31 December

All amounts in DKK.

Assets			
<u>Note</u>		<u>2022</u>	<u>2021</u>
Non-current assets			
3	Investments in group enterprises	0	0
4	Other receivables	4.319.073	4.645.713
	Total investments	4.319.073	4.645.713
	Total non-current assets	4.319.073	4.645.713
Current assets			
	Other receivables	3.025	3.025
	Prepayments	0	2.984
	Total receivables	3.025	6.009
	Cash and cash equivalents	59.949	0
	Total current assets	62.974	6.009
	Total assets	4.382.047	4.651.722

Balance sheet at 31 December

All amounts in DKK.

Equity and liabilities		
<u>Note</u>	<u>2022</u>	<u>2021</u>
Equity		
Contributed capital	60.000	50.000
Share premium	4.640.000	0
Retained earnings	-5.116.659	-3.981.862
Total equity	-416.659	-3.931.862
Liabilities other than provisions		
Trade payables	171.757	58.225
Other payables	4.626.949	8.525.359
Total short term liabilities other than provisions	4.798.706	8.583.584
Total liabilities other than provisions	4.798.706	8.583.584
Total equity and liabilities	4.382.047	4.651.722

1 Uncertainties relating to going concern

Statement of changes in equity

All amounts in DKK.

	Contributed capital	Share premium	Retained earnings	Total
Equity 1 January 2021	50.000	0	-2.833.943	-2.783.943
Retained earnings for the year	0	0	-1.147.919	-1.147.919
Equity 1 January 2022	50.000	0	-3.981.862	-3.931.862
Cash capital increase	10.000	4.640.000	0	4.650.000
Retained earnings for the year	0	0	-1.134.797	-1.134.797
	60.000	4.640.000	-5.116.659	-416.659

Notes

All amounts in DKK.

	2022	2021		
1. Uncertainties relating to going concern				
The company has lost its entire share capital, and as a result, loans have been provided by the company's shareholders along with additional external financing, ensuring that the company has positive operating liquidity on the balance sheet date. The management assesses the operating liquidity as sufficient. The shareholders have also provided an intention statement to support the company financially. The management plans to divest the investments in the subsidiary with a profit in mind and expects, based on this, to restore the company's capital during the year 2023 if successful.				
2. Other financial expenses				
Other financial costs	254.080	347.999		
	254.080	347.999		
3. Investments in group enterprises				
Cost 1 January 2022	185.983	0		
Cost 31 December 2022	185.983	0		
Revaluations, opening balance 1 January 2022	-185.983	0		
Write-down 31 December 2022	-185.983	0		
Carrying amount, 31 December 2022	0	0		
Financial highlights for the enterprises according to the latest approved annual reports				
	Equity interest	Equity	Results for the year	Carrying amount, Gezer Properties ApS
MigA GmbH, Deisenhofen	100 %	-3.285.189	-915.024	0

Notes

All amounts in DKK.

	<u>31/12 2022</u>	<u>31/12 2021</u>
4. Other receivables		
Cost 1 January 2022	6.859.965	6.177.670
Additions during the year	<u>558.384</u>	<u>682.295</u>
Cost 31 December 2022	<u>7.418.349</u>	<u>6.859.965</u>
Write-down 1 January 2022	-2.184.252	-1.365.110
Impairment loss for the year	<u>-915.024</u>	<u>-849.142</u>
Write-down 31 December 2022	<u>-3.099.276</u>	<u>-2.214.252</u>
Carrying amount, 31 December 2022	<u>4.319.073</u>	<u>4.645.713</u>
Loan to MiGa GmbH	<u>4.319.073</u>	<u>4.645.713</u>
	<u>4.319.073</u>	<u>4.645.713</u>

Accounting policies

The annual report for Gezer Properties 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.

Income statement

Gross loss

Gross loss comprises the revenue and other external expenses.

The enterprise will be applying 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.

Other external expenses comprises administrative expenses.

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, financial expenses from financial leasing, realised and unrealised capital gains and losses relating to securities, debt and transactions in foreign currency, amortisation of financial assets and liabilities as well as surcharges and reimbursements under the advance tax scheme, etc.

Results from investments in group enterprises

Dividend from investments in group enterprises is recognised in the financial year in which the dividend is declared.

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

Investments

Investments in group enterprises

Investments in group enterprises are recognised and measured at cost. If the recoverable amount is lower than the cost price, it shall be written down for impairment to this lower value.

Accounting policies

Impairment loss relating to non-current assets

The carrying amount of both intangible and tangible fixed assets as well as equity investments in group enterprises 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.

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.

Accounts receivable for which there is no objective indication of impairment at the individual level are evaluated at portfolio level for objective indication of impairment. The portfolios are primarily based on the debtors' domicile and credit rating in accordance with the company's and the group's credit risk management policy. Determination of the objective indicators applied for portfolios are based on experience with historical losses.

Impairment losses are calculated as the difference between the carrying amount of accounts receivable and the present value of the expected cash flows, including the realisable value of any securities received. The effective interest rate for the individual account receivable or portfolio is used as the discount rate.

Prepayments

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

Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand.

Accounting policies

Equity

Share premium

Share premium comprises premium payments made in connection with the issue of shares. Costs incurred for carrying through an issue are deducted from the premium.

The premium reserve can be used for dividend, for issuing bonus shares, and for covering losses.

Liabilities other than provisions

Financial liabilities other than provisions related to borrowings are recognised at the received proceeds less transaction costs incurred. In subsequent periods, the financial liabilities are recognised at amortised cost, corresponding to the capitalised value when using the effective interest rate. The difference between the proceeds and the nominal value is recognised in the income statement during the term of the loan.

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