
Manyone A/S

Sundkaj 153 2. tv., DK-2150 Nordhavn

Annual Report for 2022

CVR No. 38 16 65 14

The Annual Report was
presented and adopted
at the Annual General
Meeting of the
company
on 26/6 2023

Søren Lehmann
Poulsen
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 Consolidated Financial Statements and Parent Company Financial Statements of Manyone A/S for the financial year 1 January - 31 December 2022.

The Annual Report is prepared in accordance with the Danish Financial Statements Act.

In our opinion the Financial Statements and the Consolidated Financial Statements give a true and fair view of the financial position at 31 December 2022 of the Company and the Group and of the results of the Company and Group operations for 2022.

In our opinion, Management's Review includes a true and fair account of the matters addressed in the Review.

We recommend that the Consolidated Financial Statements and Parent Company Financial Statements be adopted at the Annual General Meeting.

Nordhavn, 26 June 2023

Executive Board

Lasse Jensby Dahl
Manager

Søren Lehmann Poulsen
Executive Officer

Board of Directors

David Fellah
Chairman

Søren Lehmann Poulsen

Klaus Silberbauer Andersen

Jens Martin Skibsted

Kasper Damgaard Boel Rousøe

Lasse Jensby Dahl

Therese Strange-Obel Johansen

Independent Auditor's report

To the shareholders of Manyone A/S

Opinion

In our opinion, the Consolidated Financial Statements and the Parent Company Financial Statements give a true and fair view of the financial position of the Group and the Parent Company at 31 December 2022 and of the results of the Group's and the Parent Company's operations for the financial year 1 January - 31 December 2022 in accordance with the Danish Financial Statements Act.

We have audited the Consolidated Financial Statements and the Parent Company Financial Statements of Manyone A/S for the financial year 1 January - 31 December 2022, which comprise income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies, for both the Group and the Parent Company ("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 Group 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.

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, in our view, Management's Review is in accordance with the Consolidated Financial Statements and the Parent Company 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 consolidated financial statements and parent company 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 Group's and the Parent 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 Group or the Parent 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 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 Group's and the Parent 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 Group's and the Parent 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 Group and the Parent 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.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the Consolidated 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.

Independent Auditor's report

Hellerup, 26 June 2023

PricewaterhouseCoopers
Statsautoriseret Revisionspartnerselskab
CVR No 33 77 12 31

Flemming Eghoff
State Authorised Public Accountant
mne30221

Martin Birch
State Authorised Public Accountant
mne42825

Company information

The Company	Manyone A/S Sundkaj 153 2. tv. DK-2150 Nordhavn CVR No: 38 16 65 14 Financial period: 1 January - 31 December Municipality of reg. office: Copenhagen
Board of Directors	David Fellah, chairman Søren Lehmann Poulsen Klaus Silberbauer Andersen Jens Martin Skibsted Kasper Damgaard Boel Rousøe Lasse Jensby Dahl Therese Strange-Obel Johansen
Executive Board	Lasse Jensby Dahl Søren Lehmann Poulsen
Auditors	PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab Strandvejen 44 2900 Hellerup

Financial Highlights

Seen over a 4-year period, the development of the Group is described by the following financial highlights:

	Group			
	2022 TDKK	2021 TDKK	2020 TDKK	2019 TDKK
Key figures				
Profit/loss				
Revenue	208,887	147,306	82,491	58,668
Gross profit/loss	153,078	109,418	51,565	36,081
Earnings Before Interest Taxes Depreciation and Amortization	7,018	20,733	552	1,168
Profit/loss of ordinary primary operations	-5,660	9,231	-6,175	-4,207
Profit/loss before financial income and expenses	-5,660	11,472	-6,175	-4,207
Profit/loss of financial income and expenses	-2,570	-1,279	-1,257	-1,204
Net profit/loss	-11,092	7,498	-7,442	-5,502
Balance sheet				
Balance sheet total	142,287	142,641	91,299	82,202
Investment in property, plant and equipment	3,127	3,659	1,679	1,318
Equity	43,092	30,434	11,650	17,005
Number of employees	220	195	67	52
Ratios				
Gross margin	73.3%	74.3%	62.5%	61.5%
Profit margin	-2.7%	7.8%	-7.5%	-7.2%
Return on assets	-4.0%	8.0%	-6.8%	-5.1%
Solvency ratio	30.3%	21.3%	12.8%	20.7%
Return on equity	-30.2%	35.6%	-51.9%	-64.7%

This is the third consolidated statement the Group are presenting. Comparison figures has been established to 2019.

The ratios have been prepared in accordance with the recommendations and guidelines issued by the Danish Society of Financial Analysts. For definitions, refer to the accounting policies.

Management's review

Key activities

The group's main objective is to deliver strategic, digital, and industrial design to global clients and the parent company's main objective is to Identify, acquire, develop and grow strategy-design hybrid teams internationally.

Development in the year

Including full year performance of the acquired entities Spry ApS and Bespoke ApS, the income statement of the Group for 2022 shows a loss of mDKK 7.5 and a positive EBITDA of mDKK 10.7. This illustrates the acquired entities contribution going forward,

Including performance of the acquired entities Spry ApS and Bespoke ApS based on the closing date, the income statement of the Group for 2022 shows a loss of DKK 11,091,620 and a positive EBITDA of DKK 7,018,168. At 31 December 2022 the balance sheet of the Group shows positive equity of DKK 43,091,993.

Significant growth investments were carried out in 2022, and the underlying operations continue to perform above industry average. The growth in investments started to materialise end 2022 which continues into 2023 with a significant improvement of EBITDA and earnings.

The past year and follow-up on development expectations from last year

The group delivered a relatively significant increase in revenue, compared to 2021, and a net loss in 2022 against a projected positive outlook for 2022. This was mainly driven by a combination of the global economic downturn, which resulted in slowing the pace/timing of signed projects, and platform investments to solidify Manyone's global presence. However, as a result of the investments, including the acquisitions of two specialist teams Manyone was able to take advantage of market opportunities, which led to the performance recovery seen since the second half of 2022.

In 2022 the Group's subsidiary Manyone Denmark ApS merged with Spry ApS and Bespoke ApS. The comparative figure has not been adjusted because of the acquisitions as the book value method has been used.

Special risks - operating risks and financial risks

Foreign exchange risks

The group's international presence and investments in foreign entities expose its profit and loss, cash flow and capital to fluctuations in currency rates. Management continuously assesses this risk and decides on mitigating actions if necessary.

Targets and expectations for the year ahead

The group will continue to grow in current markets and invest in business combinations and continue to offer the best solutions to clients locally and globally. We expect to see positive outcome from investments and results between EBITDA DKK 25-30m in FY 2023.

External environment

Manyone has compensated for 954 tCO₂ to account for total 2022 emissions (approx. 4 tCO₂/FTE). Offsetting has happened through the purchase of 954 VCS-carbon credits from a nature-based removal project (ex-post reforestation) in Uruguay, resulting in the neutralisation of 954 tons of CO₂.

Intellectual capital resources

The most important knowledge resources are related to competencies within digital and industrial design with teams made up of Anthropologist, Researchers, user experience (UX) Designers, Digital Strategists, Creative Technologists and Product Designers.

Management's review

Uncertainty relating to recognition and measurement

There has been no uncertainty regarding recognition and measurement in the Annual Report.

Unusual events

The financial position at 31 December 2022 of the Group and the results of the activities and cash flows of the Group for the financial year for 2022 have not been affected by any unusual events.

Subsequent events

Other than events recognized and disclosed in the consolidated financial statements, no events have occurred after 31 December 2022, which could have a significant impact on the consolidated financial statements.

Income statement 1 January - 31 December

	Note	Group		Parent company	
		2022	2021	2022	2021
		DKK	DKK	DKK	DKK
Revenue		208,886,683	147,305,796	94,432,050	62,290,476
Other operating income		231	2,411,808	0	2,411,808
Direct expenses		-22,868,607	-28,911,474	-78,232,415	-41,852,184
Other external expenses		-32,940,603	-11,388,098	-6,525,706	-7,249,905
Gross profit		153,077,704	109,418,032	9,673,929	15,600,195
Staff expenses	1	-146,059,536	-88,685,005	-15,838,124	-17,678,791
Earnings Before Interest Taxes Depreciation and Amortization		7,018,168	20,733,027	-6,164,195	-2,078,596
Amortisation, depreciation and impairment losses of intangible assets and property, plant and equipment	2	-12,678,359	-9,089,842	-1,083,255	-961,537
Other operating expenses		0	-171,329	0	0
Profit/loss before financial income and expenses		-5,660,191	11,471,856	-7,247,450	-3,040,133
Income from investments in subsidiaries	3	0	0	0	11,000,000
Financial income	4	455,630	117,455	450,559	99,188
Financial expenses	5	-3,025,379	-1,396,851	-3,101,617	-2,528,863
Profit/loss before tax		-8,229,940	10,192,460	-9,898,508	5,530,192
Tax on profit/loss for the year	6	-2,861,680	-2,694,207	2,151,319	1,663,644
Net profit/loss for the year	7	-11,091,620	7,498,253	-7,747,189	7,193,836

Balance sheet 31 December

Assets

	Note	Group		Parent company	
		2022	2021	2022	2021
		DKK	DKK	DKK	DKK
Acquired other similar rights		739,973	426,474	739,972	426,474
Goodwill		72,524,307	75,265,293	0	0
Intangible assets	8	73,264,280	75,691,767	739,972	426,474
Other fixtures and fittings, tools and equipment		3,079,888	2,863,252	533,269	909,804
Leasehold improvements		1,524,148	1,437,794	539,487	453,798
Property, plant and equipment	9	4,604,036	4,301,046	1,072,756	1,363,602
Investments in subsidiaries	10	0	0	119,725,592	108,757,625
Other investments	11	518,371	518,371	518,371	518,371
Deposits	11	3,385,391	1,478,159	475,994	465,678
Fixed asset investments		3,903,762	1,996,530	120,719,957	109,741,674
Fixed assets		81,772,078	81,989,343	122,532,685	111,531,750
Trade receivables		32,107,651	33,240,736	15,923,513	15,141,792
Contract work in progress	12	12,064,035	1,023,013	1,029,342	79,500
Receivables from group enterprises		0	0	7,805,099	4,711,088
Other receivables		393,148	4,443,389	335,700	61,386
Deferred tax asset	13	1,040,647	1,943,267	658,233	812,602
Corporation tax		1,828,290	860,467	0	0
Corporation tax receivable from group enterprises		315,985	6,600	2,056,427	1,612,694
Prepayments	14	3,218,178	1,164,364	1,256,686	182,898
Receivables		50,967,934	42,681,836	29,065,000	22,601,960
Cash at bank and in hand	15	9,546,991	17,969,973	4,084,312	5,236,845
Current assets		60,514,925	60,651,809	33,149,312	27,838,805
Assets		142,287,003	142,641,152	155,681,997	139,370,555

Balance sheet 31 December

Liabilities and equity

	Note	Group		Parent company	
		2022 DKK	2021 DKK	2022 DKK	2021 DKK
Share capital	16	3,051,647	2,687,209	3,051,647	2,687,209
Other reserves		-3,071,922	0	0	0
Retained earnings		39,406,061	22,110,769	42,495,398	23,140,688
Equity attributable to shareholders of the Parent Company		39,385,786	24,797,978	45,547,045	25,827,897
Minority interests		3,706,207	5,636,478	0	0
Equity		43,091,993	30,434,456	45,547,045	25,827,897
Credit institutions		0	13,467,895	0	13,467,895
Other payables		36,799,869	40,318,963	32,361,138	39,135,908
Long-term debt	17	36,799,869	53,786,858	32,361,138	52,603,803
Credit institutions	17	13,467,103	7,384,982	13,469,890	7,389,586
Prepayments received from customers		2,782,331	175,625	0	0
Trade payables		5,655,431	8,157,224	4,301,753	1,426,272
Contract work in progress	12	4,943,351	4,204,436	4,943,351	4,204,436
Payables to group enterprises	17	0	0	43,546,746	40,021,865
Corporation tax		3,303,403	2,663,688	0	0
Other payables	17	32,243,522	35,553,894	11,512,074	7,649,421
Deferred income	18	0	279,989	0	247,275
Short-term debt		62,395,141	58,419,838	77,773,814	60,938,855
Debt		99,195,010	112,206,696	110,134,952	113,542,658
Liabilities and equity		142,287,003	142,641,152	155,681,997	139,370,555
Contingent assets, liabilities and other financial obligations	19				
Related parties	20				
Accounting Policies	21				

Statement of changes in equity

Group

	Share capital	Share premium account	Other reserves	Retained earnings	Equity excl. minority interests	Minority interests	Total
	DKK	DKK	DKK	DKK	DKK	DKK	DKK
Equity at 1 January	2,687,209	0	0	22,110,769	24,797,978	5,636,478	30,434,456
Exchange adjustments	0	0	-3,071,922	0	-3,071,922	-255,758	-3,327,680
Cash capital increase	364,438	27,101,899	0	0	27,466,337	0	27,466,337
Other equity movements	0	0	0	-394,670	-394,670	5,170	-389,500
Net profit/loss for the year	0	0	0	-9,411,937	-9,411,937	-1,679,683	-11,091,620
Transfer from share premium account	0	-27,101,899	0	27,101,899	0	0	0
Equity at 31 December	3,051,647	0	-3,071,922	39,406,061	39,385,786	3,706,207	43,091,993

Parent company

Equity at 1 January	2,687,209	0	0	23,140,688	25,827,897	0	25,827,897
Cash capital increase	364,438	27,101,899	0	0	27,466,337	0	27,466,337
Net profit/loss for the year	0	0	0	-7,747,189	-7,747,189	0	-7,747,189
Transfer from share premium account	0	-27,101,899	0	27,101,899	0	0	0
Equity at 31 December	3,051,647	0	0	42,495,398	45,547,045	0	45,547,045

Notes to the Financial Statements

	Group		Parent company	
	2022	2021	2022	2021
	DKK	DKK	DKK	DKK
1. Staff Expenses				
Wages and salaries	134,595,966	82,257,555	14,376,149	16,647,429
Pensions	5,277,712	3,383,747	612,887	637,052
Other social security expenses	1,739,205	2,031,931	98,842	189,487
Other staff expenses	4,446,653	1,011,772	750,246	204,823
	146,059,536	88,685,005	15,838,124	17,678,791
Including remuneration to the Executive Board and Board of Directors:				
Executive board	2,612,781	2,287,281	2,612,781	2,287,281
Board of directors	3,229,001	4,590,895	2,360,106	4,160,205
	5,841,782	6,878,176	4,972,887	6,447,486
Average number of employees	220	195	11	15

The board of directors is authorized under the articles of association of the company to issue warrants and has introduced a warrant program management and key employees. The warrant program has been unanimously approved by all shareholders and the board of directors has unanimously confirmed each warrant grant made under the warrant program. The total number of warrants under the program is 765,550 where 601,810 is granted. The executive management has been granted 9,252 warrants as part of the remuneration for their service. The warrant program was started in 2020 and the maturity period is 10 years from the time of granting.

Incentive programmes are not recognised in the Financial Statements.

	Group		Parent company	
	2022	2021	2022	2021
	DKK	DKK	DKK	DKK
2. Amortisation, depreciation and impairment losses of intangible assets and property, plant and equipment				
Amortisation of intangible assets	9,891,987	7,722,941	404,652	412,147
Depreciation of property, plant and equipment	2,786,372	1,328,791	678,603	511,280
Gain and loss on disposal	0	38,110	0	38,110
	12,678,359	9,089,842	1,083,255	961,537

Notes to the Financial Statements

	Parent company	
	2022	2021
	DKK	DKK
3. Income from investments in subsidiaries		
Share of profits	0	11,000,000
	0	11,000,000

	Group		Parent company	
	2022	2021	2022	2021
	DKK	DKK	DKK	DKK
4. Financial income				
Interest received from group enterprises	0	0	5,126	0
Exchange gains	455,630	117,455	445,433	99,188
	455,630	117,455	450,559	99,188

	Group		Parent company	
	2022	2021	2022	2021
	DKK	DKK	DKK	DKK
5. Financial expenses				
Interest paid to group enterprises	0	0	1,044,041	1,322,461
Other financial expenses	2,792,045	1,333,728	2,057,576	1,206,402
Exchange loss	233,334	63,123	0	0
	3,025,379	1,396,851	3,101,617	2,528,863

	Group		Parent company	
	2022	2021	2022	2021
	DKK	DKK	DKK	DKK
6. Income tax expense				
Current tax for the year	2,186,199	2,773,906	-2,056,427	-1,612,694
Deferred tax for the year	875,370	-97,678	154,369	-68,915
Adjustment of tax concerning previous years	-199,889	17,979	-249,261	17,965
	2,861,680	2,694,207	-2,151,319	-1,663,644

Notes to the Financial Statements

	Group		Parent company	
	2022	2021	2022	2021
	DKK	DKK	DKK	DKK
7. Profit allocation				
Minority interests' share of net profit/loss of subsidiaries	-1,679,683	-127,629	0	0
Retained earnings	-9,411,937	7,625,882	-7,747,189	7,193,836
	-11,091,620	7,498,253	-7,747,189	7,193,836

8. Intangible fixed assets

Group

	Acquired other similar rights	Goodwill
	DKK	DKK
Cost at 1 January	1,318,109	93,346,501
Exchange adjustment	0	-2,471,741
Additions for the year	718,151	8,905,226
Transfers for the year	114,334	0
Cost at 31 December	2,150,594	99,779,986
Impairment losses and amortisation at 1 January	891,635	18,081,208
Exchange adjustment	0	-312,864
Amortisation for the year	404,652	9,487,335
Transfers for the year	114,334	0
Impairment losses and amortisation at 31 December	1,410,621	27,255,679
Carrying amount at 31 December	739,973	72,524,307

Notes to the Financial Statements

Parent company

	Acquired other similar rights
	DKK
Cost at 1 January	1,318,108
Additions for the year	718,151
Transfers for the year	114,334
Cost at 31 December	<u>2,150,593</u>
Impairment losses and amortisation at 1 January	891,635
Amortisation for the year	404,652
Transfers for the year	114,334
Impairment losses and amortisation at 31 December	<u>1,410,621</u>
Carrying amount at 31 December	<u>739,972</u>

9. Property, plant and equipment

Group

	Other fixtures and fittings, tools and equipment	Leasehold improvements
	DKK	DKK
Cost at 1 January	6,769,087	2,528,894
Exchange adjustment	-140,409	23,202
Additions for the year	1,886,135	1,240,964
Disposals for the year	0	-1,605,450
Transfers for the year	49,820	0
Cost at 31 December	<u>8,564,633</u>	<u>2,187,610</u>
Impairment losses and depreciation at 1 January	3,905,835	1,091,100
Exchange adjustment	-79,470	0
Depreciation for the year	1,608,560	1,177,812
Reversal of impairment and depreciation of sold assets	0	-1,605,450
Transfers for the year	49,820	0
Impairment losses and depreciation at 31 December	<u>5,484,745</u>	<u>663,462</u>
Carrying amount at 31 December	<u>3,079,888</u>	<u>1,524,148</u>

Notes to the Financial Statements

Parent company

	Other fixtures and fittings, tools and equipment	Leasehold improvements
	DKK	DKK
Cost at 1 January	1,672,008	605,976
Additions for the year	112,358	275,399
Disposals for the year	0	-153,290
Transfers for the year	49,820	0
Cost at 31 December	1,834,186	728,085
Impairment losses and depreciation at 1 January	762,204	152,178
Depreciation for the year	488,893	189,710
Reversal of impairment and depreciation of sold assets	0	-153,290
Transfers for the year	49,820	0
Impairment losses and depreciation at 31 December	1,300,917	188,598
Carrying amount at 31 December	533,269	539,487

Notes to the Financial Statements

Parent company	
2022	2021
DKK	DKK
Cost at 1 January	108,780,105
Additions for the year	69,555,292
Cost at 31 December	10,967,966
	39,224,812
	119,748,071
	108,780,104
Value adjustments at 1 January	-22,479
Value adjustments at 31 December	-22,479
	-22,479
	-22,479
Carrying amount at 31 December	119,725,592
	108,757,625

Investments in subsidiaries are specified as follows:

Name	Place of registered office	Share capital	Ownership	Equity	Net profit/loss for the year
Manyone B.V	Rotterdam	TEUR 4	100%	-129,887	-56,391
Manyone Denmark ApS	Copenhagen	TDKK 80	100%	29,879,665	5,196,759
Manyone GmbH	Frankfurt	TEUR 25	100%	2,647,265	950,413
Manyone London Ltd	London	TGBP 515	100%	7,436,622	56,005
Manyone Oslo AS	Oslo	TNOK 500	51%	7,563,689	-3,375,104
Manyone Prime	Tel Aviv	TILS 27	100%	30,365,037	-6,618
Manyone Barcelona	Barcelona	TEUR 3	100%	-665,380	-687,689
				77,097,011	2,077,375

Notes to the Financial Statements

11. Other fixed asset investments

Group

	Other investments	Deposits
	DKK	DKK
Cost at 1 January	518,371	1,478,159
Additions for the year	0	1,907,232
Cost at 31 December	518,371	3,385,391
Carrying amount at 31 December	518,371	3,385,391

Parent company

	Other investments	Deposits
	DKK	DKK
Cost at 1 January	518,371	465,678
Additions for the year	0	10,316
Cost at 31 December	518,371	475,994
Carrying amount at 31 December	518,371	475,994

	Group		Parent company	
	2022	2021	2022	2021
	DKK	DKK	DKK	DKK
Selling price of work in progress	37,244,908	2,680,393	18,676,662	1,736,880
Payments received on account	-30,124,224	-5,861,816	-22,590,671	-5,861,816
	7,120,684	-3,181,423	-3,914,009	-4,124,936
Recognised in the balance sheet as follows:				
Contract work in progress recognised in assets	12,064,035	1,023,013	1,029,342	79,500
Prepayments received recognised in debt	-4,943,351	-4,204,436	-4,943,351	-4,204,436
	7,120,684	-3,181,423	-3,914,009	-4,124,936

Notes to the Financial Statements

	Group		Parent company	
	2022	2021	2022	2021
	DKK	DKK	DKK	DKK
13. Deferred tax asset				
Deferred tax asset at 1 January	1,943,267	692,658	812,602	743,687
Addition from acquisition om subsidiaries	-27,250	1,152,931	0	
Amounts recognised in the income statement for the year	-875,370	97,678	-154,369	68,915
Deferred tax asset at 31 December	1,040,647	1,943,267	658,233	812,602

Recognition of deferred tax assets relates to temporary differences between accounting values and taxable values of assets which the Company expect to utilise in the coming financial years.

14. Prepayments

Prepayments consist of prepaid expenses concerning rent, insurance premiums, subscriptions.

15. Cash at bank and in hand

Cash and cash equivalents include a deposited account which amounts to DKK 50k.

16. Share capital

	Number	Nominal value DKK
A-class shares	803,571	803,571
B-class shares	536,000	536,000
C-class shares	914,000	914,000
D-class shares	300,000	300,000
E-class shares	498,076	498,076
		3,051,647

Notes to the Financial Statements

17. 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:

	Group		Parent company	
	2022	2021	2022	2021
	DKK	DKK	DKK	DKK
Credit institutions				
After 5 years	0	0	0	0
Between 1 and 5 years	0	13,467,895	0	13,467,895
Long-term part	0	13,467,895	0	13,467,895
Within 1 year	0	0	0	0
Other short-term debt to credit institutions	13,467,103	7,384,982	13,469,890	7,389,586
Short-term part	13,467,103	7,384,982	13,469,890	7,389,586
	13,467,103	20,852,877	13,469,890	20,857,481
Other payables				
After 5 years	0	4,621,037	0	0
Between 1 and 5 years	36,799,869	35,697,926	32,361,138	39,135,908
Long-term part	36,799,869	40,318,963	32,361,138	39,135,908
Within 1 year	5,954,829	0	5,954,829	0
Other short-term payables	26,288,693	35,553,894	5,557,245	7,649,421
Short-term part	32,243,522	35,553,894	11,512,074	7,649,421
	69,043,391	75,872,857	43,873,212	46,785,329

18. Deferred income

Deferred income consists of payments received in respect of income in subsequent years.

Notes to the Financial Statements

Group		Parent company	
2022	2021	2022	2021
DKK	DKK	DKK	DKK

19. Contingent assets, liabilities and other financial obligations

Charges and security

The following assets have been placed as security with bankers:

Company charge, with security in simple claims from sales, inventory, fixtures and equipment and goodwill.	10,000,000	0	10,000,000	0
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Rental and lease obligations

Lease obligations under operating leases. Total future lease payments:

Within 1 year	13,267,530	3,235,056	5,076,901	1,929,034
Between 1 and 5 years	53,721,668	18,788,106	26,507,998	17,992,619
After 5 years	38,065,017	22,540,481	20,039,541	22,537,773
	<u>105,054,215</u>	<u>44,563,643</u>	<u>51,624,440</u>	<u>42,459,426</u>

Other 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 SLP Holding 2016 ApS, which is the management company of the joint taxation purposes. 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.

Notes to the Financial Statements

20. Related parties and disclosure of consolidated financial statements

	<u>Basis</u>
Controlling interest	
SLP Holding 2016 ApS	Ultimate Parent Company
Strategic Design Group Holding ApS	Parent Company
Other related parties	
Manyone A/S Group companies	Subsidiaries
Executive board and Board of directors	Key management personnel

Transactions

The Company has chosen only to disclose transactions which have not been made on an arm's length basis in accordance with section 98(c)(7) of the Danish Financial Statements Act.

Consolidated Financial Statements

The Company is included in the Group Annual Report of the Parent Company of the largest and smallest group:

<u>Name</u>	<u>Place of registered office</u>
SLP Holding 2016 ApS	Lunderskov

Notes to the Financial Statements

21. Accounting policies

The Annual Report of Manyone A/S for 2022 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to medium-sized enterprises of reporting class C.

The accounting policies applied remain unchanged from last year.

The Consolidated Financial Statements and the Parent Company Financial Statements for 2022 are presented in DKK.

Cash flow statement

With reference to section 86(4) of the Danish Financial Statements Act and to the cash flow statement included in the consolidated financial statements of SLP Holding 2016 ApS, the Company has not prepared a cash flow statement.

Recognition and measurement

Revenues are recognised in the income statement as earned. Furthermore, value adjustments of financial assets and liabilities measured at fair value or amortised cost are recognised. 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.

Basis of consolidation

The Consolidated Financial Statements comprise the Parent Company, Manyone A/S, and subsidiaries in which the Parent Company directly or indirectly holds more than 50% of the votes or in which the Parent Company, through share ownership or otherwise, exercises control. Enterprises in which the Group holds between 20% and 50% of the votes and exercises significant influence but not control are classified as associates.

On consolidation, items of a uniform nature are combined. Elimination is made of intercompany income and expenses, shareholdings, dividends and accounts as well as of realised and unrealised profits and losses on transactions between the consolidated enterprises.

The Parent Company's investments in the consolidated subsidiaries are set off against the Parent Company's share of the net asset value of subsidiaries stated at the time of consolidation.

Business combinations

Business acquisitions carried through on or after 1 July 2018

Acquisitions of subsidiaries are accounted for using the purchase method under which the identifiable assets and liabilities of the entity acquired are measured at fair value at the time of acquisition. Acquired contingent liabilities are recognised at fair value in the Consolidated Financial Statements to the extent that the value can be measured reliably.

The time of acquisition is the time when the Group obtains control of the entity acquired.

Notes to the Financial Statements

The cost of the entity acquired is the fair value of the consideration agreed, including consideration contingent on future events. Transaction costs directly attributable to the acquisition of subsidiaries are recognised in the income statement as incurred.

Positive differences between the cost of the entity acquired and identifiable assets and liabilities are recognised as goodwill in intangible assets in the balance sheet and are amortised in the income statement on a straight-line basis over their estimated useful lives. Where the differences are negative, they are recognised immediately in the income statement.

Where the purchase price allocation is not final, positive and negative differences from acquired subsidiaries due to changes to the recognition and measurement of identifiable net assets may be adjusted for up to 12 months after the time of acquisition. These adjustments are also reflected in the value of goodwill or negative goodwill, including in amortisation already made.

Where cost includes contingent consideration, this is measured at fair value at the time of acquisition. Contingent consideration is subsequently measured at fair value. Any value adjustments are recognised in the income statement.

In respect of step acquisitions, any previously held investments in the entity acquired are remeasured at fair value at the time of acquisition. The difference between the carrying amount of the investment previously held and the fair value is recognised in the income statement.

Pooling of interests

Intragroup business combinations are accounted for under the uniting-of-interests method. Under this method, the two enterprises are combined at carrying amounts, and no differences are identified. Any consideration which exceeds the carrying amount of the acquired enterprise is recognised directly in equity. The pooling-of-interests method is applied at the date of acquisition, and comparative figures have not been restated.

Minority interests

Minority interests form part of the Group's total equity. Upon distribution of net profit, net profit is broken down on the share attributable to minority interests and the share attributable to the shareholders of the Parent Company. Minority interests are recognised on the basis of a remeasurement of acquired assets and liabilities to fair value at the time of acquisition of subsidiaries.

Business acquisitions carried through on or after 1 July 2018

Minority interests are initially measured at their proportionate share of the fair value of the acquired entity's identifiable net assets. In this way, only goodwill related to the Parent Company's share of the entity acquired is recognised.

On subsequent changes to minority interests where the Group retains control of the subsidiary, the consideration is recognised directly in equity.

Leases

All leases are considered operating leases. Payments made under operating leases are recognised in the income statement on a straight-line basis over the lease term.

Translation policies

Transactions in foreign currencies are translated at the exchange rates at the dates of transaction. Gains and losses 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.

Notes to the Financial Statements

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 transaction date rates are recognised in financial income and expenses in the income statement

Income statements of foreign subsidiaries and associates that are separate legal entities are translated at transaction date rates or approximated average exchange rates. Balance sheet items are translated at the exchange rates at the balance sheet date. Exchange adjustments arising on the translation of the opening equity and exchange adjustments arising from the translation of the income statements at the exchange rates at the balance sheet date are recognised directly in equity.

Incentive schemes

The value of share-based payment, including share option and warrant plans that do not involve an outflow of cash and cash equivalents, offered to the Executive Board and a number of senior employees is not recognised in the income statement. The most significant conditions of the share option plans are disclosed in the notes.

Income statement

Net sales

Revenue from the sale of goods for resale and finished goods is recognised in the income statement when the sale is considered effected based on the following criteria:

- delivery has been made before year end;
- a binding sales agreement has been made;
- the sales price has been determined; and
- payment has been received or may with reasonable certainty be expected to be received.

Contract work in progress (construction contracts) is recognised at the rate of completion, which means that revenue equals the selling price of the work completed for the year (percentage-of-completion method). This method is applied when total revenues and expenses in respect of the contract and the stage of completion at the balance sheet date can be measured reliably, and it is probable that the economic benefits, including payments, will flow to the Group. The stage of completion is determined on the basis of the ratio between the expenses incurred and the total expected expenses of the contract.

Services are recognised at the rate of completion of the service to which the contract relates by using the percentage-of-completion method, which means that revenue equals the selling price of the service completed for the year. This method is applied when total revenues and expenses in respect of the service and the stage of completion at the balance sheet date can be measured reliably, and it is probable that the economic benefits, including payments, will flow to the Group. The stage of completion is determined on the basis of the ratio between the expenses incurred and the total expected expenses of the service.

Revenue is measured at the consideration received and is recognised exclusive of VAT and net of discounts relating to sales.

Direct expenses

Direct expenses primarily include operating expenses for the year.

Other external expenses

Other external expenses comprise expenses for premises, sales as well as office expenses, etc.

Notes to the Financial Statements

Gross profit

With reference to section 32 of the Danish Financial Statements Act, gross profit/loss is calculated as a summary of revenue, other operating income, direct expenses and other external expenses.

Staff expenses

Staff costs include wages and salaries including compensated absence and pensions as well as other social security contributions etc. made to the entity's employees. The item is net of refunds made by public authorities.

Amortisation, depreciation and impairment losses

Amortisation, depreciation and impairment losses comprise amortisation, depreciation and impairment of intangible assets and property, plant and equipment.

Other operating income and expenses

Other operating income and other operating expenses comprise items of a secondary nature to the main activities of the Group, including gains and losses on the sale of intangible assets and property, plant and equipment.

Income from investments in subsidiaries

Dividends from subsidiaries are recognised as income in the income statement when adopted at the General Meeting of the subsidiary. However, dividends relating to earnings in the subsidiary before it was acquired by the Parent Company are set off against the cost of the subsidiary.

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 deferred tax for the year. The tax attributable to the profit for year is recognised in the income statement, whereas the tax attributable to equity transactions is recognised directly in equity.

Any changes in deferred tax due to changes to tax rates are recognised in the income statement.

The Company is jointly taxed with SLP Holding 2016 ApS. The tax effect of the joint taxation with the subsidiaries is allocated to Danish enterprises showing profits or losses in proportion to their taxable incomes (full allocation with credit for tax losses).

Balance sheet

Intangible fixed assets

Goodwill acquired is measured at cost less accumulated amortisation. Goodwill is amortised on a straight-line basis over its useful life, which is assessed at 10 year.

Patents and licences are measured at the lower of cost less accumulated amortisation and recoverable amount. Patents are amortised over the remaining patent period, and licences are amortised over the licence period; however not exceeding 3 year.

Property, plant and equipment

Property, plant and equipment are measured at cost less accumulated depreciation and less any accumulated impairment losses.

Notes to the Financial Statements

Cost comprises the cost of acquisition and expenses directly related to the acquisition up until the time when the asset is ready for use.

Depreciation based on cost reduced by any residual value is calculated on a straight-line basis over the expected useful lives of the assets, which are:

Other fixtures and fittings, tools and equipment	3-5 years
Leasehold improvements	5-8 years

The fixed assets' residual values are determined at nil.

Depreciation period and residual value are reassessed annually.

Impairment of fixed assets

The carrying amounts of intangible assets and property, plant and equipment and investments are reviewed on an annual basis to determine whether there is any indication of impairment other than that expressed by amortisation and depreciation.

The recoverable amount of the asset is calculated as the higher of net selling price and value in use. Where a recoverable amount cannot be determined for the individual asset, the assets are assessed in the smallest group of assets for which a reliable recoverable amount can be determined based on a total assessment.

Investments in subsidiaries

Investments in subsidiaries are measured at cost. Where cost exceeds the recoverable amount, write-down is made to this lower value.

Fixed asset investments

Investments which are not traded in an active market are measured at the lower of cost and recoverable amount.

Other fixed asset investments

Other fixed asset investments consist of deposits.

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.

Contract work in progress

Contract work in progress is measured at selling price of the work performed calculated on the basis of the stage of completion. The stage of completion is measured by the proportion that the contract expenses incurred to date bear to the estimated total contract expenses. Where it is probable that total contract expenses will exceed total revenues from a contract, the expected loss is recognised as an expense in the income statement.

Where the selling price cannot be measured reliably, the selling price is measured at the lower of expenses incurred and net realisable value.

Payments received on account are set off against the selling price. The individual contracts are classified as receivables when the net selling price is positive and as liabilities when the net selling price is negative.

Expenses relating to sales work and the winning of contracts are recognised in the income statement as incurred.

Notes to the Financial Statements

Prepayments

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

Deferred tax assets and liabilities

Deferred tax is recognised in respect of all temporary differences between the carrying amount and the tax base of assets and liabilities. However, deferred tax is not recognised in respect of temporary differences concerning goodwill not deductible for tax purposes and other items - apart from business acquisitions - where temporary differences have arisen at the time of acquisition without affecting the profit for the year or the taxable income.

Deferred tax is measured on the basis of the tax rules and tax rates that will be effective under the legislation at the balance sheet date when the deferred tax is expected to crystallise as current tax. In cases where the computation of the tax base may be made according to alternative tax rules, deferred tax is measured on the basis of the intended use of the asset and settlement of the liability, respectively.

Deferred tax assets, including the tax base of tax loss carry-forwards, are measured at the value at which the asset is expected to be realised, either by elimination in tax on future earnings or by set-off against deferred tax liabilities.

Deferred tax assets and liabilities are offset within the same legal tax entity.

Current tax receivables and liabilities

Current tax receivables and liabilities are recognised in the balance sheet at the amount calculated on the basis of the expected taxable income for the year adjusted for tax on taxable incomes for prior years. Tax receivables and liabilities are offset if there is a legally enforceable right of set-off and an intention to settle on a net basis or simultaneously.

Financial debts

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

Provisions are recognised when - in consequence of an event occurred before or on the balance sheet date - the Group has a legal or constructive obligation and it is probable that economic benefits must be given up to settle the obligation.

Deferred income

Deferred income comprises payments received in respect of income in subsequent years.

Financial Highlights

Explanation of financial ratios

Gross margin	$\text{Gross profit} \times 100 / \text{Revenue}$
Profit margin	$\text{Profit before financials} \times 100 / \text{Revenue}$
Return on assets	$\text{Profit before financials} \times 100 / \text{Total assets at year end}$
Solvency ratio	$\text{Equity at year end} \times 100 / \text{Total assets at year end}$
Return on equity	$\text{Net profit for the year} \times 100 / \text{Average equity}$