

Ocean ApS

Vendersgade 28, 2. th., 1363 København K

Annual report

2019

Company reg. no. 38 55 67 46

The annual report was submitted and approved by the general meeting on the 25 September 2020.

Michael Heiberg
Chairman of the meeting

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Notes:

- To ensure the greatest possible applicability of this document, IAS/IFRS British 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 report

Today, the board of directors and the managing director have presented the annual report of Ocean ApS for the financial year 2019.

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

We consider the accounting policies appropriate and, in our opinion, the financial statements provide a fair presentation of the company's assets, equity and liabilities, and financial position at 31 December 2019 and of the company's results of activities in the financial year 1 January - 31 December 2019.

We are of the opinion that the management commentary presents a fair account of the issues dealt with.

We recommend that the annual report be approved by the general meeting.

Copenhagen K, 24 September 2020

Managing Director

Michael Heiberg

Board of directors

Gregers Kronborg

Jesper Lindhardt

Michelle Jeanette Heiberg

Michael Heiberg

Independent auditor's report

To the shareholders of Ocean ApS

Opinion

We have audited the financial statements of Ocean ApS for the financial year 1 January - 31 December 2019, which comprise accounting policies, income statement, statement of financial position, statement of changes in equity and notes. The financial statements have been prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements present a fair view of the company's assets, equity and liabilities, and financial position at 31 December 2019 and of the results of the company's activities for the financial year 1 January - 31 December 2019 in accordance with the Danish Financial Statements Act.

Basis for opinion

We conducted our audit in accordance with international standards on auditing and the additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the section "Auditor's responsibilities for the audit of the financial statements". We are independent of the company in accordance with international ethical requirements for auditors (IESBA's Code of Ethics), 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 uncertainties concerning the company's ability to continue as a going concern

We note that there is a material uncertainty concerning the enterprise's ability to continue as a going concern. We draw attention to Note 1 which describe that the parent company and main ultimate shareholder have signed letters that they will maintain their outstanding debts. Further, the parent company and main ultimate shareholder have signed a declaration that they will continue to support the operation of the company. Our opinion is not qualified in respect of this matter.

Furthermore we draw attention to the fact that the company have lost its contributed capital and therefore is subject to the capital loss rules in the Danish companies act, § 119. Our opinion is not qualified in respect of this matter.

Responsibilities of management and those charged with governance for the financial statements

Management is responsible for the preparation of financial statements that provide a fair view in accordance with the Danish Financial Statements Act. Management is also responsible for such internal control as the 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 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 including an opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with international standards on auditing, 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 international standards on auditing, and the additional requirements applicable in Denmark, we exercise professional judgment 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 the 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 preparation of the financial statements using the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists arising from 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 disclosures in notes, and whether the financial statements reflect the underlying transactions and events in a manner that presents a 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 the 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 express no assurance opinion thereon.

In connection with our audit of the financial statements, it is our responsibility to read the management commentary and to consider whether the management commentary is materially inconsistent with the financial statements or the evidence obtained during the audit, or whether it otherwise appears to contain material misstatement.

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

Based on the work we have performed, we believe that management commentary is consistent with the financial statements and that it has been prepared in accordance with the provisions of the Danish Financial Statement Act. We did not discover any material misstatement in the management commentary.

Copenhagen, 24 September 2020

Martinsen

State Authorised Public Accountants
Company reg. no. 32 28 52 01

Leif Tomasson

State Authorised Public Accountant
mne25346

Company information

The company	Ocean ApS Vendersgade 28, 2. th. 1363 København K
	Company reg. no. 38 55 67 46 Established: 6 April 2017 Domicile: Copenhagen Financial year: 1 January - 31 December 3rd financial year
Board of directors	Gregers Kronborg Jesper Lindhardt Michelle Jeanette Heiberg Michael Heiberg
Managing Director	Michael Heiberg
Auditors	Martinsen Statsautoriseret Revisionspartnerselskab Øster Allé 42 2100 København Ø
Parent company	Ocean S.A. Luxembourg
Subsidiaries	Ocean UA, Ukraine Northsea ApS, Danmark

Management commentary

The principal activities of the company

Ocean.io is a browser-based business growth application. Ocean.io helps you identify, analyse and acquire your next customer, partner, new hire and competitor.

Development in activities and financial matters

The gross loss for the year totals DKK -16.884.433 against DKK -13.462.570 last year. Income or loss from ordinary activities after tax totals DKK -20.679.815 against DKK -11.495.540 last year.

Continued operation

As the operations of company has been funded by the parent company and main ultimate shareholder, the company has a debt to these two parties. Both the parent company and main ultimate shareholder have signed letters that they will maintain their outstanding debts. Further, the parent company and main ultimate shareholder have signed a declaration that it will continue to support the operation of the company.

At the extraordinary general assembly in may 2020, the major shareholders performed a debt conversion of 20,7 mio. DKK in return for b-shares in the company, nom. 539.150 DKK.

In June 2020 the company raised 6,0 mio. DKK as convertible loan and loan from "Vækstfonden".

The accounts are on this basis prepared with continued operation in mind.

Accounting policies

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

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

Recognition and measurement in general

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

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

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

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

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

Income statement

Gross loss

Gross loss comprises the revenue and external costs.

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. Recognition of revenue is exclusive of VAT and taxes and less any discounts relating directly to sales.

Other external costs comprise costs incurred for distribution, sales, advertising, administration, premises, loss on receivables, and operational leasing costs.

Staff costs

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

Accounting policies

Depreciation, amortisation, and writedown for impairment

Depreciation, amortisation, and writedown for impairment comprise depreciation on, amortisation of, and writedown for impairment of intangible and tangible assets, respectively.

Financial income and expenses

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

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.

The company is subject to Danish rules on compulsory joint taxation of Danish group enterprises. The company acts as an administration company in relation to the joint taxation. This means that the total Danish tax payable by the Danish consolidated companies is paid to the tax authorities by the company.

The current Danish income tax is allocated among the jointly taxed companies proportional to their respective taxable income (full allocation with reimbursement of tax losses).

Statement of financial position

Property, plant, and equipment

Other property, plant, and equipment are measured at cost less accrued depreciation and writedown for impairment.

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

The cost of a total asset is divided into separate components. These components are depreciated separately when the useful lives of each individual components differ.

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

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

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

Accounting policies

Profit or loss derived from the disposal of property, land, and equipment is measured as the difference between the sales price less selling costs and the carrying amount at the date of disposal. Profit or loss is recognised in the income statement as other operating income or other operating expenses.

Investments

Equity investments in group enterprises

Equity investments in group enterprises are measured at cost. If the recoverable amount is lower than the cost, writedown for impairment is done to match this lower value.

Deposits

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

Receivables

Receivables are measured at amortised cost which usually corresponds to face value. In order to meet expected losses, they are written down for impairment to the net realisable value.

Prepayments and accrued income

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

Cash on hand and demand deposits

Cash on hand and demand deposits comprise cash at bank and on hand.

Income tax and deferred tax

Current tax receivables and tax liabilities are recognised in the statement of financial position with the amount calculated on the basis of the expected taxable income for the year adjusted for tax on previous years' taxable income and prepaid taxes. Tax receivables and tax liabilities are offset to the extent that a legal right of set-off exists and the items are expected to be settled net or simultaneously.

Ocean ApS is jointly taxed with the Danish group companies and acts, in this respect, as the administration company. According to the rules of joint taxation, Ocean ApS is unlimitedly, jointly, and severally liable to pay the Danish tax authorities the total income tax, including withholding tax on interest, royalties, and dividends, arising from the jointly taxed group of companies.

Joint taxation contributions payable and receivable are recognised in the statement of financial position as "Income tax receivable from group enterprises" or "Income tax payable to group enterprises".

Liabilities other than provisions

Other liabilities other than provisions are measured at amortised cost which usually corresponds to the nominal value.

Accounting policies

Accruals and deferred income

Payments received concerning future income are recognised under accruals and deferred income.

Income statement 1 January - 31 December

All amounts in DKK.

<u>Note</u>	<u>2019</u>	<u>2018</u>
Gross loss	-16.884.433	-13.462.570
2 Staff costs	-6.794.684	-29.841
Depreciation and impairment of property, land, and equipment	-44.900	-25.644
Operating profit	-23.724.017	-13.518.055
Other financial income from group enterprises	0	217.939
3 Other financial costs	-549.517	-229.634
Pre-tax net profit or loss	-24.273.534	-13.529.750
Tax on net profit or loss for the year	3.593.719	2.034.210
Net profit or loss for the year	-20.679.815	-11.495.540
Proposed appropriation of net profit:		
Allocated from retained earnings	-20.679.815	-11.495.540
Total allocations and transfers	-20.679.815	-11.495.540

Statement of financial position at 31 December

All amounts in DKK.

Assets		
<u>Note</u>	<u>2019</u>	<u>2018</u>
Non-current assets		
4 Other fixtures and fittings, tools and equipment	177.140	112.040
Total property, plant, and equipment	<u>177.140</u>	<u>112.040</u>
5 Equity investments in group enterprises	262.076	262.076
Deposits	<u>167.678</u>	<u>167.678</u>
Total investments	<u>429.754</u>	<u>429.754</u>
Total non-current assets	<u>606.894</u>	<u>541.794</u>
Current assets		
Receivables from group enterprises	0	17.700.483
7 Income tax receivables	3.593.719	2.034.210
Other receivables	448.419	243.382
Prepayments and accrued income	<u>189.129</u>	<u>100.000</u>
Total receivables	<u>4.231.267</u>	<u>20.078.075</u>
Cash on hand and demand deposits	<u>5.862.370</u>	<u>49.543</u>
Total current assets	<u>10.093.637</u>	<u>20.127.618</u>
Total assets	<u>10.700.531</u>	<u>20.669.412</u>

Statement of financial position at 31 December

All amounts in DKK.

Equity and liabilities		<u>2019</u>	<u>2018</u>
<u>Note</u>			
Equity			
8	Contributed capital	50.000	50.000
	Retained earnings	<u>-28.579.212</u>	<u>-14.987.540</u>
	Total equity	<u>-28.529.212</u>	<u>-14.937.540</u>
Liabilities other than provisions			
9	Convertible and profit sharing debt instruments	9.322.087	0
10	Other payables	7.820.135	0
	Payables to shareholders and management	<u>14.728.597</u>	<u>9.170.815</u>
	Total long term liabilities other than provisions	<u>31.870.819</u>	<u>9.170.815</u>
	Trade payables	316.056	410.616
	Payables to group enterprises	6.255.491	26.025.521
	Other payables	773.780	0
	Accruals and deferred income	<u>13.597</u>	<u>0</u>
	Total short term liabilities other than provisions	<u>7.358.924</u>	<u>26.436.137</u>
	Total liabilities other than provisions	<u>39.229.743</u>	<u>35.606.952</u>
	Total equity and liabilities	<u>10.700.531</u>	<u>20.669.412</u>
1	Uncertainties concerning the enterprise's ability to continue as a going concern		
11	Contingencies		

Statement of changes in equity

All amounts in DKK.

	<u>Contributed capital</u>	<u>Retained earnings</u>	<u>Total</u>
Equity 1 January 2018	50.000	-3.492.000	-3.442.000
Profit or loss for the year brought forward	0	-11.495.540	-11.495.540
Equity 1 January 2019	50.000	-14.987.540	-14.937.540
Profit or loss for the year brought forward	0	-20.679.815	-20.679.815
Group contributions from Ocean S.A.	0	20.000.000	20.000.000
Group contributions to Northsea ApS	0	-12.911.857	-12.911.857
	<u>50.000</u>	<u>-28.579.212</u>	<u>-28.529.212</u>

Notes

All amounts in DKK.

1. Uncertainties concerning the enterprise's ability to continue as a going concern

As the operations of company has been funded by the parent company and main ultimate shareholder, the company has a debt to these two parties. Both the parent company and main ultimate shareholder have signed letters that they will maintain their outstanding debts. Further, the parent company and main ultimate shareholder have signed a declaration that it will continue to support the operation of the company.

At the extraordinary general assembly in may 2020, the major shareholders performed a debt conversion of 20,7 mio. DKK in return for b-shares in the company, nom. 539.150 DKK.

In June 2020 the company raised 6,0 mio. DKK as convertible loan and loan from "Vækstfonden".

The accounts are on this basis prepared with continued operation in mind.

	<u>2019</u>	<u>2018</u>
2. Staff costs		
Salaries and wages	6.664.537	18.603
Pension costs	27.885	0
Other costs for social security	<u>102.262</u>	<u>11.238</u>
	<u>6.794.684</u>	<u>29.841</u>
Average number of employees	<u>15</u>	<u>3</u>
3. Other financial costs		
Financial costs, group enterprises	63.934	228.800
Other financial costs	<u>485.583</u>	<u>834</u>
	<u>549.517</u>	<u>229.634</u>

Notes

All amounts in DKK.

	<u>31/12 2019</u>	<u>31/12 2018</u>
4. Other fixtures and fittings, tools and equipment		
Cost 1 January 2019	137.684	13.972
Additions during the year	<u>110.000</u>	<u>123.712</u>
Cost 31 December 2019	<u>247.684</u>	<u>137.684</u>
Depreciation and writedown 1 January 2019	-25.644	0
Depreciation for the year	<u>-44.900</u>	<u>-25.644</u>
Depreciation and writedown 31 December 2019	<u>-70.544</u>	<u>-25.644</u>
Carrying amount, 31 December 2019	<u>177.140</u>	<u>112.040</u>
5. Equity investments in group enterprises		
Acquisition sum, opening balance 1 January 2019	262.076	0
Additions during the year	<u>0</u>	<u>262.076</u>
Cost 31 December 2019	<u>262.076</u>	<u>262.076</u>
Carrying amount, 31 December 2019	<u>262.076</u>	<u>262.076</u>

Financial highlights for the enterprises according to the latest approved annual reports

	Equity interest	Equity	Results for the year	Carrying amount, Ocean ApS
Ocean UA, Ukraine	100 %	211.779	-28.731	212.076
Northsea ApS, Danmark	100 %	<u>-10.451.973</u>	<u>4.866.887</u>	<u>50.000</u>
		<u>-10.240.194</u>	<u>4.838.156</u>	<u>262.076</u>

6. Deferred tax assets

At December 31, 2019, the company has a deferred tax asset of 3,5 mio DKK, which is not recognised in the annual accounts due to the uncertainty of when the tax loss will be utilised.

7. Income tax receivables

The company applies the rules in the Danish "Ligningsloven" section 8X and has promoted the utilization of development costs incurred.

Notes

All amounts in DKK.

	<u>31/12 2019</u>	<u>31/12 2018</u>
8. Contributed capital		
At the extraordinary general assembly, July 26, 2019, the board was granted the right to from July 26, 2019 - January 1, 2021 to issue up to 30 mio. DKK convertible loans to existing shareholders.		
Of this amount 9,3 mio. DKK has been issued at December 31, 2019 and in June 2020 further 1,5 mio. DKK was issued.		
9. Convertible and profit sharing debt instruments		
Total convertible and profit sharing debt instruments	<u>9.322.087</u>	<u>0</u>
The convertible loans are bullet loans free of amortizations until July 31, 2021 (the "Maturity Date") where it may be repaid.		
The convertible loans can be converted to B-shares if either the company completes an equity financing or an exit before the "Maturity Date".		
10. Other payables		
Total other payables	<u>7.820.135</u>	<u>0</u>
Share of liabilities due after 5 years	<u>2.850.000</u>	<u>0</u>
Of the "Other payables" 7,6 mio. DKK has an deferred interest payment where the interest will be paid together with the principal amount. The repayment will start from October 1, 2022 as an annuity.		

Notes

All amounts in DKK.

11. Contingencies

Joint taxation

The company acts as administration company for the group of companies subject to the Danish scheme of joint taxation and is unlimitedly, jointly, and severally liable, along with the other jointly taxed companies, to pay the total corporation tax.

The company is unlimitedly, jointly, and severally liable, along with the other jointly taxed companies, for any obligations to withhold tax on interest, royalties, and dividends.