

Labster Group ApS
Danneskiold-Samsøes Allé 41, 1434 København K

Annual report

2018

Company reg. no. 38 59 71 83

The annual report was submitted and approved by the general meeting on the 14 May 2019.

Michael Bodekær Jensen
Chairman of the meeting

Contents

Page

Reports

- 1 Management's report
- 2 Independent auditor's report

Management's review

- 5 Company data
- 6 Management's review

Annual accounts 1 January - 31 December 2018

- 7 Accounting policies used
- 9 Profit and loss account
- 10 Balance sheet
- 12 Notes

Notes:

- To ensure the greatest possible applicability of this document, 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

The board of directors and the managing director have today presented the annual report of Labster Group ApS for the financial year 1 January to 31 December 2018.

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

We consider the accounting policies used appropriate, and in our opinion the annual accounts provide a true and fair view of the company's assets and liabilities and its financial position at 31 December 2018 and of the company's results of its activities in the financial year 1 January to 31 December 2018.

We are of the opinion that the management's review includes a fair description of the issues dealt with.

The annual report is recommended for approval by the general meeting.

Copenhagen, 14 May 2019

Managing Director

Mads Tvillinggaard Bonde

Board of directors

Mads Tvillinggaard Bonde

Michael Bodekær Jensen

David Helgason

Lars Fjeldsøe-Nielsen

Victor Ellis Patterson

Independent auditor's report

To the shareholders of Labster Group ApS

Opinion

We have audited the annual accounts of Labster Group ApS for the financial year 1 January to 31 December 2018, which comprise accounting policies used, profit and loss account, balance sheet and notes. The annual accounts are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the annual accounts give a true and fair view of the company's assets, liabilities and financial position at 31 December 2018 and of the results of the company's operations for the financial year 1 January to 31 December 2018 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 below section "Auditor's responsibilities for the audit of the annual accounts". We are independent of the company in accordance with international ethics standards for accountants (IESBA's Code of Ethics) and the additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these standards and requirements. We believe that the audit evidence obtained is sufficient and appropriate to provide a basis for our opinion.

The management's responsibilities for the annual accounts

The management is responsible for the preparation of annual accounts that give a true and fair view in accordance with the Danish Financial Statements Act. The management is also responsible for such internal control as the management determines is necessary to enable the preparation of annual accounts that are free from material misstatement, whether due to fraud or error.

In preparing the annual accounts, the management is responsible for evaluating the company's ability to continue as a going concern, and, when relevant, disclosing matters related to going concern and using the going concern basis of accounting when preparing the annual accounts, unless the management either intends to liquidate the company or to cease operations, or if it has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the annual accounts

Our objectives are to obtain reasonable assurance about whether the annual accounts 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 may arise due to fraud or error and may be considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions made by users on the basis of the annual accounts.

Independent auditor's report

As part of an audit conducted in accordance with international standards on auditing and the additional requirements applicable in Denmark, we exercise professional evaluations and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement in the annual accounts, whether due to fraud or error, design and perform audit procedures in response 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 the risk of not detecting a misstatement 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 by the management and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of the management's preparation of the annual accounts being based on the going concern principle and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may raise significant doubt about 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 annual accounts 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 annual accounts, including the disclosures in the notes, and whether the annual accounts reflect the underlying transactions and events in a manner that gives a true and fair view.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in the internal control that we identify during our audit.

Statement on the management's review

The management is responsible for the management's review.

Our opinion on the annual accounts does not cover the management's review, and we do not express any kind of assurance opinion on the management's review.

Independent auditor's report

In connection with our audit of the annual accounts, our responsibility is to read the management's review and in that connection consider whether the management's review is materially inconsistent with the annual accounts or our knowledge obtained during the audit, or whether it otherwise appears to contain material misstatement.

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

Based on the work we have performed, we believe that the management's review is in accordance with the annual accounts and that it has been prepared in accordance with the requirements of the Danish Financial Statement Acts. We did not find any material misstatement in the management's review.

Copenhagen, 14 May 2019

Martinsen

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

Michael Marseen

State Authorised Public Accountant
mne32165

Company data

The company

Labster Group ApS
Danneskiold-Samsøes Allé 41
1434 København K

Company reg. no. 38 59 71 83
Domicile: Copenhagen
Financial year: 1 January - 31 December
2nd financial year

Board of directors

Mads Tvillinggaard Bonde
Michael Bodekær Jensen
David Helgason
Lars Fjeldsøe-Nielsen
Victor Ellis Patterson

Managing Director

Mads Tvillinggaard Bonde

Auditors

Martinsen
Statsautoriseret Revisionspartnerselskab
Øster Allé 42
2100 København Ø

Subsidiaries

Labster ApS, Copenhagen
Learn Technologies GmbH, Zürich

Management's review

The principal activities of the company

Like previous years, the principal activities is to own shares.

Development in activities and financial matters

The results from ordinary activities after tax are DKK -228.000 against DKK -3.559.000 last year. The management consider the results satisfactory.

Accounting policies used

The annual report for Labster Group ApS is presented in accordance with those regulations of the Danish Financial Statements Act concerning companies identified as class B enterprises. Furthermore, the company has chosen to comply with some of the rules applying for class C enterprises.

The accounting policies used are unchanged compared to last year, and the annual accounts are presented in Danish kroner (DKK).

The profit and loss account

Gross loss

The gross loss comprises the external costs.

Other operating income comprise accounting items of secondary nature in proportion to the principal activities of the enterprise, including gains on disposal of intangible and tangible fixed assets.

Other external costs comprise costs for administration.

Net financials

Net financials comprise interest, realised and unrealised capital gains and losses concerning financial assets and liabilities, amortisation of financial assets and liabilities, additions and reimbursements under the Danish tax prepayment scheme, etc. Financial income and expenses are recognised in the profit and loss account with the amounts that concerns the financial year.

Dividend from equity investments is recognised in the financial year where the dividend is declared.

Tax of the results for the year

The tax for the year comprises the current tax for the year and the changes in deferred tax, and it is recognised in the profit and loss account with the share referring to the results for the year and directly in the equity with the share referring to entries directly on the equity.

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

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

Accounting policies used

The balance sheet

Financial fixed assets

Equity investments in group enterprises and associated enterprises

Equity investments in group enterprises and associated enterprises are measured at cost. In case the recoverable amount is lower than the cost, writedown takes place to this lower value.

Available funds

Available funds comprise cash at bank and in hand.

Corporate tax and deferred tax

Current tax receivable and tax 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 previous years' taxable income and prepaid taxes. Tax receivable and tax liabilities are set off to the extent that legal right of set-off exists and if the items are expected to be settled net or simultaneously.

Labster Group 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, Labster Group ApS is unlimited, jointly and severally liable towards the Danish tax authorities for the total corporation tax, including withholding tax on interest, royalties and dividends, arising within the jointly taxed group of companies.

Payable and receivable joint taxation contributions are recognised in the balance sheet as "Receivable corporate tax" or "Payable corporate tax".

Deferred tax is measured on the basis of all temporary differences in assets and liabilities with a balance sheet focus.

Deferred tax assets, including the tax value of tax losses eligible for carry-over, are recognised at the value at which they are expected to be realisable, either by settlement against tax of future earnings or by set-off in deferred tax liabilities within the same legal tax unit.

Deferred tax is measured based on the tax rules and tax rates applying under the legislation on the balance sheet date and prevailing when the deferred tax is expected to be released as current tax.

Liabilities

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

Profit and loss account

All amounts in DKK.

<u>Note</u>	<u>1/1 - 31/12 2018</u>	<u>25/4 - 31/12 2017</u>
Gross loss	-29.833	-51.460
Other financial costs	-197.889	-3.507.577
Results before tax	-227.722	-3.559.037
Tax on ordinary results	0	0
Results for the year	-227.722	-3.559.037
 Proposed distribution of the results:		
Allocated from results brought forward	-227.722	-3.559.037
Distribution in total	-227.722	-3.559.037

Balance sheet 31 December

All amounts in DKK.

Assets	<u>2018</u>	<u>2017</u>
<u>Note</u>		
Fixed assets		
1 Equity investments in group enterprises	44.364.226	19.840.000
Financial fixed assets in total	<u>44.364.226</u>	<u>19.840.000</u>
Fixed assets in total	<u>44.364.226</u>	<u>19.840.000</u>
Current assets		
Receivable corporate tax	7.077.302	0
Debtors in total	<u>7.077.302</u>	<u>0</u>
Available funds	3.116.176	27.750.713
Current assets in total	<u>10.193.478</u>	<u>27.750.713</u>
Assets in total	<u>54.557.704</u>	<u>47.590.713</u>

Balance sheet 31 December

All amounts in DKK.

Equity and liabilities	<u>2018</u>	<u>2017</u>
Note		
Equity		
2 Contributed capital	315.704	315.384
3 Results brought forward	<u>47.098.739</u>	<u>47.262.829</u>
Equity in total	<u>47.414.443</u>	<u>47.578.213</u>
Liabilities		
Trade creditors	12.500	12.500
Debt to group enterprises	<u>7.130.761</u>	<u>0</u>
Short-term liabilities in total	<u>7.143.261</u>	<u>12.500</u>
Liabilities in total	<u>7.143.261</u>	<u>12.500</u>
Equity and liabilities in total	<u>54.557.704</u>	<u>47.590.713</u>

4 Contingencies

Notes

All amounts in DKK.

	1/1 - 31/12 2018	25/4 - 31/12 2017
1. Equity investments in group enterprises		
Acquisition sum, opening balance 1 January 2018	19.840.000	0
Adjustment prior year	24.226	0
Additions during the year	24.500.000	19.840.000
Cost 31 December 2018	44.364.226	19.840.000
Book value 31 December 2018	44.364.226	19.840.000
2. Contributed capital		
Contributed capital 1 January 2018	315.384	240.000
Cash capital increase	320	75.384
	315.704	315.384

The share capital consists of A-shares, with a nominal value of DKK 94.732,21, B-shares, with a nominal value of DKK 220.651,42 and C-shares, with a nominal value of DKK 319,76.

3. Results brought forward		
Results brought forward 1 January 2018	47.262.829	0
Profit or loss for the year brought forward	-227.722	-3.559.037
Cash capital increase	63.632	50.821.866
	47.098.739	47.262.829

4. Contingencies

Contingent assets

The company has deferred tax asset of 833 TDKK.

Contingent liabilities

The company has submitted a letter of support to Labster ApS by securing the necessary capital.

Notes

All amounts in DKK.

4. Contingencies (continued)

Joint taxation

The company is the administration company of the group of companies subject to the Danish scheme of joint taxation and unlimited jointly and severally liable with the other jointly taxed companies for the total corporation tax.

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

Any subsequent adjustments of corporate taxes or withheld taxes etc. may cause changes in the company's liabilities.