
Brickshare Holding ApS

Vesterbrogade 149, DK-1620 København V

Annual Report for 2 November 2017 - 31 December 2018

CVR No 39 05 68 79

The Annual Report was
presented and adopted at
the Annual General
Meeting of the Company on
18/6 2019

Thomas Midtgaard
Chairman of the General
Meeting



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Management's Statement

The Executive Board has today considered and adopted the Annual Report of Brickshare Holding ApS for the financial year 2 November 2017 - 31 December 2018.

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

In our opinion the Financial Statements give a true and fair view of the financial position at 31 December 2018 of the Company and of the results of the Company operations for 2017/18.

We recommend that the Annual Report be adopted at the Annual General Meeting.

Copenhagen, 18 June 2019

Executive Board

Thomas Midtgaard
CEO

David Svante Hansen
Executive Officer

Independent Auditor's Report

To the Shareholders of Brickshare Holding ApS

Opinion

In our opinion, the Financial Statements give a true and fair view of the financial position of the Company at 31 December 2018 and of the results of the Company's operations for the financial year 2 November 2017 - 31 December 2018 in accordance with the Danish Financial Statements Act.

We have audited the Financial Statements of Brickshare Holding ApS for the financial year 2 November 2017 - 31 December 2018, which comprise income statement, balance sheet and notes, including a summary of significant accounting policies ("the Financial Statements").

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and the additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the "Auditor's responsibilities for the audit of the Financial Statements" section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) and the additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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 Financials Statements Act.

Based on the work we have performed, in our view, Management's Review is in accordance with the Financial Statements and has been prepared in accordance with the requirements of the Danish Financial Statements Act. We did not identify any material misstatement in Management's Review.

Management's responsibilities for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the Danish Financial Statements Act, and for such internal control as Management determines is necessary to enable the preparation of financial statements that are free from material misstate-

Independent Auditor's Report

ment, whether due to fraud or error.

In preparing the Financial Statements, Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting in preparing the Financial Statements unless Management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Financial Statements.

As part of an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- 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.

Independent Auditor's Report

- Evaluate the overall presentation, structure and contents of the Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that gives a true and fair view.

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

Hellerup, 18 June 2019

PricewaterhouseCoopers

Statsautoriseret Revisionspartnerselskab

CVR No 33 77 12 31

Kaare von Cappeln
state authorised public accountant
mne11629

Jakob Thisted Binder
state authorised public accountant
mne42816

Company Information

The Company

Brickshare Holding ApS
Vesterbrogade 149
DK-1620 København V

CVR No: 39 05 68 79

Financial period: 2 November 2017 - 31 December 2018

Municipality of reg. office: København

Executive Board

Thomas Midtgaard
David Svante Hansen

Auditors

PricewaterhouseCoopers
Statsautoriseret Revisionspartnerselskab
Strandvejen 44
DK-2900 Hellerup

Management's Review

Key activities

The company's purpose is to hold shares in other companies.

Development in the year

The income statement of the Company for 2017/18 shows a loss of DKK 91,320, and at 31 December 2018 the balance sheet of the Company shows negative equity of DKK 91,220.

Capital resources

The Company has lost more than 50% of the share capital, hence subject to Selskabsloven § 119 regarding capital loss.

Uncertainty relating to recognition and measurement

Reference to note no. 1 regarding uncertainty relating to going concern and management's assessment of the Company's ability to continue as going concern.

Subsequent events

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

Income Statement 2 November - 31 December

	<u>Note</u>	<u>2017/18</u> DKK
Gross profit/loss		-670
Financial income		148.200
Financial expenses		<u>-238.850</u>
Profit/loss before tax		-91.320
Tax on profit/loss for the year		<u>0</u>
Net profit/loss for the year		<u>-91.320</u>

Distribution of profit

Proposed distribution of profit

Retained earnings		<u>-91.320</u>
		<u>-91.320</u>

Balance Sheet 31 December

	<u>Note</u>	<u>2017/18</u> DKK
Assets		
Other investments		0
Other receivables		7.148.200
Fixed asset investments	2	<u>7.148.200</u>
Fixed assets		<u>7.148.200</u>
Other receivables		100
Receivables		<u>100</u>
Currents assets		<u>100</u>
Assets		<u>7.148.300</u>
Liabilities and equity		
Share capital		50.000
Retained earnings		-141.220
Equity	3	<u>-91.220</u>
Convertible and profit-yielding instruments of debt		7.148.200
Long-term debt	4	<u>7.148.200</u>
Other payables		91.320
Short-term debt		<u>91.320</u>
Debt		<u>7.239.520</u>
Liabilities and equity		<u>7.148.300</u>
Going concern	1	
Contingent assets, liabilities and other financial obligations	5	
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Notes to the Financial Statements

1 Going concern

The only activity of Brickshare Holding ApS is the ownership of shares in Brickshare A/S and related financing activities regarding convertible debt instruments.

The going concern assessment is based on Brickshare A/S being going concern. The income statement of Brickshare A/S for 2018 shows a loss of DKK 6,797k and at 31 December 2018 the balance sheet shows a negative equity of DKK 2,147k. At 31 December 2018 the total available cash amounts to DKK 4,709k.

The negative result in Brickshare A/S was worse than budgeted, due to a faster scaling of the organization than anticipated. Scaling of the organization was progressed with the anticipation of a license to become manager of alternative investment funds (AIFM license), which was expected to be obtained with the Danish FSA during the second half of 2018. However, the AIFM license failed to materialize in 2018 and was first obtained in March 2019. With the AIFM license together with a license to offer the product to retail investors ("Markedsføringstilladelse") Brickshare A/S is planning a significantly business expansion during 2019. Brickshare A/S has completed capital increases after the balance date resulting in further cash contributions of total DKK 3,950k. In addition hereto non-binding advance commitment has been received regarding contribution of additional DKK 1,000k, which is expected to be utilized in June 2019. Brickshare A/S might decide to complete further capital contributions in H2 2019 to substantiate further scaling in or/and outside Denmark.

Brickshare A/S has prepared a budget for 2019 which shows a positive result and cash flow for the financial year 2019 with a headroom in its available cash. The budget is based on the closing of a total of 7 projects with a total raising of DKK 242 mn. Of the current pipeline of projects one is expected to materialize in H1 and the remaining 6 in H2 of 2019. In order to have sufficient cash available at 31 December 2019 without additional external funding, beside as described in the paragraph above, Brickshare A/S needs to close a total of 4-5 projects in 2019 with its current cost structure.

In its nature, the budget prepared in Brickshare A/S is subject to uncertainty, and variations in operations etc. may result in budget deviations. In Management's assessment the prepared budget is realistic, however a change in business plans can trigger other scenarios. Brickshare A/S has the possibility to adjust the costs in order to adapt to the business plan in place.

On the basis of the above, the financial statements of Brickshare A/S are prepared under the assumption of going concern. As such the financial statements of Brickshare Holding ApS is also prepared under the assumption of going concern.

Notes to the Financial Statements

2 Fixed asset investments

	Other investments DKK	Other receiv- ables DKK
Cost at 2 November	0	0
Additions for the year	90.650	7.148.200
Cost at 31 December	<u>90.650</u>	<u>7.148.200</u>
Impairment losses at 2 November	0	0
Impairment losses for the year	90.650	0
Impairment losses at 31 December	<u>90.650</u>	<u>0</u>
Carrying amount at 31 December	<u>0</u>	<u>7.148.200</u>

3 Equity

	Share capital DKK	Retained earnings DKK	Total DKK
Cash payment concerning formation of entity	100	0	100
Cash capital increase	49.900	-49.900	0
Net profit/loss for the year	0	-91.320	-91.320
Equity at 31 December	<u>50.000</u>	<u>-141.220</u>	<u>-91.220</u>

4 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:

	2017/18 DKK
Convertible and profit-yielding instruments of debt	
Between 1 and 5 years	<u>7.148.200</u>
Long-term part	<u>7.148.200</u>
Within 1 year	<u>0</u>
	<u>7.148.200</u>

Notes to the Financial Statements

5 Contingent assets, liabilities and other financial obligations

Contingent liabilities

The group companies are jointly and severally liable for tax on the jointly taxed incomes etc of the Group. The total amount of corporation tax payable is disclosed in the Annual Report of J Invest IVS, 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

6 Accounting Policies

The Annual Report of Brickshare Holding ApS for 2017/18 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class B.

The Financial Statements for 2017/18 are presented in DKK.

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.

Translation policies

Transactions in foreign currencies are translated at the exchange rates at the dates of transaction. Exchange differences arising due to differences between the transaction date rates and the rates at the dates of payment are recognised in financial income and expenses in the income statement. Where foreign exchange transactions are considered hedging of future cash flows, the value adjustments are recognised directly in equity.

Receivables, payables and other monetary items in foreign currencies that have not been settled at the balance sheet date are translated at the exchange rates at the balance sheet date. Any differences between the exchange rates at the balance sheet date and the rates at the time when the receivable or the debt arose are recognised in financial income and expenses in the income statement.

Fixed assets acquired in foreign currencies are measured at the transaction date rates.

Notes to the Financial Statements

6 Accounting Policies (continued)

Income Statement

Other external expenses

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

Gross profit/loss

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

Financial income and expenses

Financial income and expenses are recognised in the income statement at the amounts relating to the financial year.

Tax on profit/loss for the year

The Company is jointly taxed with J Invest IVS. The tax effect of the joint taxation is allocated to enterprises in proportion to their taxable incomes.

Balance Sheet

Impairment of fixed assets

The carrying amounts of fixed asset investments are reviewed on an annual basis to determine whether there is any indication of impairment other than that expressed by amortisation and depreciation.

If so, the asset is written down to its lower recoverable amount.

Fixed asset investments

Fixed asset investments, which consist of investments in other companies are measured at cost.

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 convertible loans to other companies.

Notes to the Financial Statements

6 Accounting Policies (continued)

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.

Financial debts

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