
Brickshare Holding ApS

Vesterbrogade 149, DK-1620 København V

Annual Report for 1 January - 31 December 2019

CVR No 39 05 68 79

The Annual Report was
presented and adopted at
the Annual General
Meeting of the Company on
15/9 2020

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 1 January - 31 December 2019.

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 2019 of the Company and of the results of the Company operations for 2019.

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

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

Copenhagen, 15 September 2020

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 2019 and of the results of the Company's operations for the financial year 1 January - 31 December 2019 in accordance with the Danish Financial Statements Act.

We have audited the Financial Statements of Brickshare Holding ApS for the financial year 1 January - 31 December 2019, which comprise income statement, balance sheet, statement of changes in equity 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, 15 September 2020

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: 1 January - 31 December
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 2019 shows a profit of DKK 0, and at 31 December 2019 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.

Capital resources and liquidity

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

Reference to note no. 2 regarding subsequent events relating to Covid-19 and management's assessment hereof.

Income Statement 1 January - 31 December

	<u>Note</u>	<u>2019</u> DKK	<u>2018</u> DKK
Gross profit/loss		0	-670
Financial income		330.734	148.200
Financial expenses		<u>-330.734</u>	<u>-238.850</u>
Profit/loss before tax		0	-91.320
Tax on profit/loss for the year		<u>0</u>	<u>0</u>
Net profit/loss for the year		<u>0</u>	<u>-91.320</u>

Distribution of profit

Proposed distribution of profit

Retained earnings		<u>0</u>	<u>-91.320</u>
		<u>0</u>	<u>-91.320</u>

Balance Sheet 31 December

	Note	2019 DKK	2018 DKK
Assets			
Other investments		0	0
Other receivables		6.437.077	7.148.200
Fixed asset investments		6.437.077	7.148.200
Fixed assets		6.437.077	7.148.200
Other receivables		1.041.957	100
Receivables		1.041.957	100
Currents assets		1.041.957	100
Assets		7.479.034	7.148.300
Liabilities and equity			
Share capital		50.000	50.000
Retained earnings		-141.220	-141.220
Equity		-91.220	-91.220
Convertible and profit-yielding instruments of debt		6.437.077	7.148.200
Long-term debt	3	6.437.077	7.148.200
Convertible instruments of debt	3	1.041.857	0
Other payables		91.320	91.320
Short-term debt		1.133.177	91.320
Debt		7.570.254	7.239.520
Liabilities and equity		7.479.034	7.148.300
Going concern	1		
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Statement of Changes in Equity

	<u>Share capital</u> DKK	<u>Retained earnings</u> DKK	<u>Total</u> DKK
Equity at 1 January	50.000	-141.220	-91.220
Equity at 31 December	50.000	-141.220	-91.220

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 2019 shows a loss of DKK 11,669k and at 31 December 2019 the balance sheet shows a positive equity of DKK 2,119k. At 31 December 2019 the total available cash amounts to DKK 315k.

Brickshare A/S has in January 2020 received a capital contribution of DKK 6,300k, and in July and August 2020 additional capital contributions of DKK 1,775k and DKK 1,034k was received. As part of the capital contribution made in August 2020 the Danish Growth Fund has confirmed to offer a syndication loan of DKK 3,000k which will be received in September 2020 immediately after the signing of the annual report of Brickshare A/S.

Brickshare A/S has prepared a forecast for the last 4 months of the financial year 2020 showing sufficient capital resources and liquidity available.

In order to fulfill the forecast Brickshare A/S must close an additional of two new investment funds of which one fund successfully has raised the target capital at the time of signing the annual report. Additionally two new funds are established during the course of 2020, which launches investment projects in Copenhagen and Århus. At the time of signing the annual report the Funds have successfully raised 68% and 37% respectively of the target capital.

Management in Brickshare A/S are still working on a long-term strengthen of the capital resources to support and drive the growth plan for the following years. This is expected to materialize over the coming 6-12 months.

In its nature, the forecasts prepared are subject to uncertainty and variations in operations or the business plan may result in additional liquidity being required. In management's assessment such additional financing may be obtained if the business plan and growth strategy is otherwise followed.

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.

2 Subsequent events

The implications of Covid-19 with many governments across the world deciding to "close down their countries" will have great impact on the global economy. Management considers the implications of Covid-19 a subsequent event occurred after the balance sheet date (31 December 2019), which is therefore a non-adjusting event to the Company.

No significant impact on the financial result for 2020 is expected for Brickshare Holding ApS.

Notes to the Financial Statements

3 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:

	<u>2019</u> DKK	<u>2018</u> DKK
Convertible and profit-yielding instruments of debt		
Between 1 and 5 years	<u>6.437.077</u>	<u>7.148.200</u>
Long-term part	6.437.077	7.148.200
Within 1 year	<u>1.041.857</u>	<u>0</u>
	<u>7.478.934</u>	<u>7.148.200</u>

4 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 TM Capital 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

5 Accounting Policies

The Annual Report of Brickshare Holding ApS for 2019 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class B.

The accounting policies applied remain unchanged from last year.

The Financial Statements for 2019 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

5 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 TM Capital 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

5 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.