

CAP EU ApS
Walgerholm 13, 3500 Værløse

Company reg. no. 39 50 01 32

Annual report

1 January - 31 December 2022

The annual report was submitted and approved by the general meeting on the 7 August 2023.

Howard Anderson
Chairman of the meeting

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Notes:

- To ensure the greatest possible applicability of this document, IAS/IFRS English terminology has been used.
- Please note that decimal points have not been used in the usual English way. This means that for instance EUR 146.940 means the amount of EUR 146,940, and that 23,5 % means 23.5 %.

Management's statement

Today, the Board of Directors and the Managing Director have approved the annual report of CAP EU ApS for the financial year 1 January - 31 December 2022.

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

We consider the chosen accounting policy to be appropriate, and in our opinion, the financial statements give a true and fair view of the financial position of the Company at 31 December 2022 and of the results of the Company's operations for the financial year 1 January – 31 December 2022.

At the general meeting held on 7 August 2023, a decision will be made not to have the financial statements audited as from 2023 onwards. The Board of Directors and the Managing Director consider the conditions for audit exemption to be met.

Further, in our opinion, the Management's review gives a true and fair review of the matters discussed in the Management's review.

We recommend that the annual report be approved at the Annual General Meeting.

Værløse, 7 August 2023

Managing Director

Nelson Kilbey

Board of directors

Howard James Anderson
Chairman

Mats Lidbeck

Sebastian Lauber

Dag Pfeiffer

Timothée Malécot

Pierre-David Picq

Ronnie Bartolomei

Nelson Kilbey

Independent auditor's report on extended review

To the Shareholders of CAP EU ApS

Report on extended review of the Financial Statements

Opinion

We have performed an extended review of the financial statements of CAP EU ApS for the financial year 1 January - 31 December 2022, which comprise a summary of significant accounting policies, income statement, balance sheet and notes. The financial statements are prepared under the Danish Financial Statements Act.

Based on the work performed, in our opinion, the financial statements give a true and fair view of the Company's financial position at 31 December 2022 and of the results of the Company's operations for the financial year 1 January - 31 December 2022 in accordance with the Danish Financial Statements Act.

Basis for Opinion

We conducted our extended review in accordance with the Danish Business Authority's Assurance Standard for Small Enterprises and FSR – Danish Auditors' standard on extended review of financial statements prepared in accordance with the Danish Financial Statements Act. Our responsibilities under those standards and requirements are further described in the "Auditor's responsibilities for the extended review of the Financial Statements" section of our report. We are independent of the Company 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 evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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 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 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 extended review of the Financial Statements

Our responsibility is to express a opinion on the financial statements. This requires that we plan and perform procedures in order to obtain limited assurance for our opinion on the financial statements and in addition perform specifically required supplementary procedures to obtain further assurance for our opinion.

Independent auditor's report on extended review

An extended review comprises procedures that primarily consist of making inquiries of Management and others within the Company, as appropriate, analytical procedures and the specifically required supplementary procedures as well as evaluation of the evidence obtained.

The procedures performed in an extended review are less than those performed in an audit, and accordingly, we do not express an audit opinion on the financial statements.

Statement on the Management's Review

Management is responsible for the Management's Review.

Our opinion on the financial statements does not cover the Management's Review, and we do not express any form of assurance opinion thereon.

In connection with our extended review of the financial statements, our responsibility is to read the Management's Review and, in doing so, consider whether the Management's Review is materially inconsistent with the financial statements or our knowledge obtained during the extended review, or otherwise appears to be materially misstated.

Moreover, 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 conclude that the 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 the Management's Review.

Reports in compliance with other legal and regulatory requirements

Violation of the provisions of the Companies Act regarding loans to shareholder

The company has, in violation of Section 210(1) of the Companies Act, granted a loan to the company's shareholder, thereby exposing the management to potential liability.

Violation of the Companies Act provisions regarding capital loss.

The company has incurred a loss exceeding half of its share capital. The management has failed to ensure that a general meeting is held within the prescribed time limits as per the Companies Act, and to provide an account of the company's financial position to the shareholders and propose necessary measures, thereby potentially incurring liability.

Independent auditor's report on extended review

Hillerød, 7 August 2023

Grant Thornton

State Authorised Public Accountants
Company reg. no. 34 20 99 36

Bo Lysen

State Authorised Public Accountant
mne32109

Company information

The company

CAP EU ApS
Walgerholm 13
3500 Værløse

Company reg. no. 39 50 01 32
Financial year: 1 January - 31 December

Board of directors

Howard James Anderson
Mats Lidbeck
Sebastian Lauber
Dag Pfeiffer
Timothée Malécot
Pierre-David Picq
Ronnie Bartolomei
Nelson Kilbey

Managing Director

Nelson Kilbey

Auditors

Grant Thornton, Statsautoriseret Revisionspartnerselskab
Nordstensvej 11
3400 Hillerød

Management's review

The principal activities of the company

The company's purpose is to provide school courses to students.

Uncertainties about recognition or measurement

The company has made provisions for future obligations based on management's estimates. Please refer to Note 3 for a description of the estimation principles.

Development in activities and financial matters

The income statement of the Company for 2022 shows a loss of EUR 57.335, and at 31 December 2022 the balance sheet of the Company shows negative equity of EUR 37.188.

The company has, as of December 31, 2022, incurred a loss exceeding 50% of its share capital and is subject to the capital loss rules stipulated in Section 119 of the Companies Act. The management expects to restore the share capital through future earnings or alternatively through capital injection from the owner.

Events occurring after the end of the financial year

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

Accounting policies

The annual report for CAP EU ApS has been presented in accordance with the Danish Financial Statements Act regulations concerning reporting class B enterprises.

The accounting policies are unchanged from the previous year, and the annual report is presented in euro (EUR).

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.

Foreign currency translation

Transactions in foreign currency are translated by using the exchange rate prevailing at the date of the transaction. Differences in the rate of exchange arising between the rate at the date of transaction and the rate at the date of payment are recognised in the profit and loss account as an item under net financials. If currency positions are considered to hedge future cash flows, the value adjustments are recognised directly in equity in a fair value reserve.

Receivables, payables, and other foreign currency monetary items are translated using the closing rate. The difference between the closing rate and the rate at the time of the occurrence or initial recognition in the latest financial statements of the receivable or payable is recognised in the income statement under financial income and expenses.

Fixed assets acquired and paid for in foreign currency are measured at the exchange rate prevailing at the date of the transaction.

Accounting policies

Income statement

Gross loss

Gross loss comprises the revenue and external costs.

Revenue comprises the value of services provided during the year, including outlay for customers less VAT and price concessions directly associated with the sale.

Revenue is recognised in the income statement on the completion of sales. This is generally considered to be the case when:

- The service has been provided before the end of the financial year
- A binding sales agreement exists
- The sales price has been determined
- Payment has been received, or is anticipated with a reasonable degree of certainty.

This ensures that recognition does not take place until the total income and costs and stage of completion at the reporting date can be reliably validated and it seems probable that the economic benefits, including payments, will flow to the enterprise.

Other external expenses comprise expenses incurred for students, administration and premises.

Financial income and expenses

Financial income and expenses are recognised in the income statement with the amounts concerning the financial year. Financial income and expenses comprise interest income and expenses, financial expenses from financial leasing, realised and unrealised capital gains and losses relating to securities, debt and transactions in foreign currency, amortisation of financial assets and liabilities as well as surcharges and reimbursements under the advance tax scheme, etc.

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.

Statement of financial position

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.

Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand.

Accounting policies

Income tax and deferred tax

Current tax liabilities and current tax receivable are recognised in the statement of financial position as calculated tax on the taxable income for the year, adjusted for tax of previous years' taxable income and for tax paid on account.

Deferred tax is measured on the basis of temporary differences in assets and liabilities with a focus on the statement of financial position. Deferred tax is measured at net realisable value.

Deferred tax is measured based on the tax rules and tax rates applying under the legislation prevailing in the respective countries on the reporting date when the deferred tax is expected to be released as current tax. Changes in deferred tax due to changed tax rates are recognised in the income statement, except for items included directly in the equity.

Deferred tax assets, including the tax value of tax losses allowed for carryforward, 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. Any deferred net tax assets are measured at net realisable value.

Provisions

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

Liabilities other than provisions

Other liabilities concerning payables to suppliers, group enterprises, and other payables are measured at amortised cost which usually corresponds to the nominal value.

Income statement 1 January - 31 December

All amounts in EUR.

<u>Note</u>	<u>2022</u>	<u>2021</u>
Gross profit	-52.117	8.956
Other financial income	-1.344	1.298
Other financial expenses	-3.874	-3.325
Pre-tax net profit or loss	-57.335	6.929
Tax on net profit or loss for the year	0	-1.518
Net profit or loss for the year	-57.335	5.411
Proposed distribution of net profit:		
Transferred to retained earnings	0	5.411
Allocated from retained earnings	-57.335	0
Total allocations and transfers	-57.335	5.411

Balance sheet at 31 December

All amounts in EUR.

Assets		
<u>Note</u>	<u>2022</u>	<u>2021</u>
Current assets		
Trade receivables	174.825	14.800
Receivables from subsidiaries	38.714	0
Other receivables	45.487	24.284
Total receivables	<u>259.026</u>	<u>39.084</u>
Cash and cash equivalents	<u>357.142</u>	<u>585.988</u>
Total current assets	<u>616.168</u>	<u>625.072</u>
Total assets	<u>616.168</u>	<u>625.072</u>

Balance sheet at 31 December

All amounts in EUR.

Equity and liabilities	<u>2022</u>	<u>2021</u>
<u>Note</u>		
Equity		
Contributed capital	6.713	6.713
Retained earnings	-43.901	13.434
Total equity	<u>-37.188</u>	<u>20.147</u>
Provisions		
2 Other provisions	652.701	531.000
Total provisions	<u>652.701</u>	<u>531.000</u>
Liabilities other than provisions		
Payables to subsidiaries	0	64.163
Income tax payable	0	3.762
Other payables	655	6.000
Total short term liabilities other than provisions	<u>655</u>	<u>73.925</u>
Total liabilities other than provisions	<u>655</u>	<u>73.925</u>
Total equity and liabilities	<u>616.168</u>	<u>625.072</u>

1 Uncertainties relating to going concern

Notes

All amounts in EUR.

2022

2021

1. Uncertainties relating to going concern

The company has, as of December 31, 2022, incurred a loss exceeding 50% of its share capital and is subject to the capital loss rules stipulated in Section 119 of the Companies Act. The management expects to restore the share capital through future earnings or alternatively through capital injection from the owner.

2. Other provisions

The company has allocated costs based on agreements with the company's participants. The provision are adjusted each year based on the number of new agreements entered into with the participants and the number of fulfilled agreements. Secondly, the provision are adjusted on the basis of performance targets entered into in the agreements with company's participants.

Performance targets include the following:

1. That the agreement with the participant is completed, after which payment will be made to the participant parents one time yearly.
2. Upon fulfillment of the agreement, a payment is made to the participant when the participant reaches the age of 21.