

Climaider ApS

Blågårds Plads 4, st. tv.
2200 København N
Denmark

CVR no. 39 83 50 37

Annual report 2021

The annual report was presented and approved at the
Company's annual general meeting on

27 June 2022

Oskar Dahl Hansen
Chairman of the annual general meeting

Contents

Statement by the Board of Directors and the Executive Board	2
Auditor's report on the compilation of financial statements	3
Management's review	4
Company details	4
Operating review	5
Financial statements 1 January – 31 December	6
Income statement	6
Balance sheet	7
Statement of changes in equity	9
Notes	10

Statement by the Board of Directors and the Executive Board

The Board of Directors and the Executive Board have today discussed and approved the annual report of Climaider ApS for the financial year 1 January – 31 December 2021.

The annual report, which has not been audited, is presented in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the Company's assets, liabilities and financial position at 31 December 2021 and of the results of the Company's operations for the financial year 1 January – 31 December 2021.

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

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

København, 27 June 2022
Executive Board:

Oliver Whimster Martinsen

Oskar Dahl Hansen

Board of Directors:

Philip Parslov
Chairman

Morten Apuschkin Lund
Petersen

Oliver Whimster Martinsen

Jeppe Schytte-Hansen

Oskar Dahl Hansen



Auditor's report on the compilation of financial statements

To the Management of Climaider ApS

We have compiled the financial statements of Climaider ApS for the financial year 1 January – 31 December 2021 based on the Company's bookkeeping records and other information provided by you.

The financial statements comprise income statement, balance sheet, statement of changes in equity and notes, including accounting policies.

We performed our work in accordance with ISRS 4410 *Compilation Engagements*.

We have applied our professional expertise in accounting and financial reporting to assist you in the preparation and presentation of these financial statements in accordance with the Danish Financial Statements Act. We have complied relevant provisions of the Auditor Act, including the requirements for independence, and International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (IESBA Code), which is based on fundamental principles of integrity, objectivity, professional competence and due care.

These financial statements and the accuracy and completeness of the information used to compile them are your responsibility.

Since a compilation engagement is not an assurance engagement, we are not required to verify the accuracy or completeness of the information you provided to us to compile these financial statements. Accordingly, we do not express an audit opinion or a review conclusion as to whether these financial statements are prepared in accordance with the Danish Financial Statements Act.

København, 27 June 2022

KPMG

Statsautoriseret Revisionspartnerselskab

CVR no. 25 57 81 98

Morten Høgh-Petersen
State Authorised
Public Accountant
mne34283

Climaider ApS
Annual report 2021
CVR no. 39 83 50 37

Management's review

Company details

Climaider ApS
Blågårds Plads 4, st. tv.
2200 København N
Denmark

CVR no.:	39 83 50 37
Established:	21 August 2018
Registered office:	København
Financial year:	1 January – 31 December

Board of Directors

Philip Parslov, Chairman
Morten Apuschkin Lund Petersen
Oliver Whimster Martinsen
Jeppe Schytte-Hansen
Oskar Dahl Hansen

Executive Board

Oliver Whimster Martinsen
Oskar Dahl Hansen

Management's review

Operating review

Principal activities

The Company's main activity is to buy, sell and other activities in connection with carbon credits, as well as related business.

Development in activities and financial position

The Company's income statement for 2021 shows a loss of DKK -1,171,871 as against DKK -378,313 in 2020. Equity in the Company's balance sheet at 31 December 2021 stood at DKK -1,323,979 as against DKK -361,917 at 31 December 2020.

Changes in the Company's activities

At the beginning of the year, management, together with management of Climaider Business ApS (Cvr no: 40433171), decided to merge the two companies and continue the operation in Climaider ApS.

Capital resources

The Company has a negative equity as per. 31. December 2021. It is management's perception that the equity can be re-established through future earnings. Management assess that the Company has sufficient liquidity to finance future activity, and that the Company on this basis can prepare the financial statement for 2021 provided the Company's continued operations.

Events after the balance sheet date

No events have occurred after the balance sheet date which could significantly affect the Company's financial position.

Financial statements 1 January – 31 December

Income statement

DKK	Note	2021	2020
Gross profit		212,304	376,621
Staff costs	3	-1,342,317	-782,988
Loss before financial income and expenses		-1,130,013	-406,367
Other financial income		0	-1,456
Other financial expenses		-41,858	-12,948
Loss before tax		-1,171,871	-420,771
Tax on loss for the year	5	0	42,458
Loss for the year		-1,171,871	-378,313
Proposed distribution of loss			
Retained earnings		-1,171,871	-378,313
		-1,171,871	-378,313

Financial statements 1 January – 31 December

Balance sheet

DKK	Note	<u>31/12 2021</u>	<u>31/12 2020</u>
ASSETS			
Fixed assets			
Investments			
Deposits		<u>34,636</u>	<u>34,636</u>
Total fixed assets		<u>34,636</u>	<u>34,636</u>
Current assets			
Receivables			
Trade receivables		18,835	0
Receivables from group entities		11,250	0
Other receivables		41,296	199,272
Corporation tax		<u>0</u>	<u>42,458</u>
		<u>71,381</u>	<u>241,730</u>
Cash at bank and in hand		<u>1,797,916</u>	<u>716,033</u>
Total current assets		<u>1,869,297</u>	<u>957,763</u>
TOTAL ASSETS		<u><u>1,903,933</u></u>	<u><u>992,399</u></u>

Financial statements 1 January – 31 December

Balance sheet

DKK	Note	<u>31/12 2021</u>	<u>31/12 2020</u>
EQUITY AND LIABILITIES			
Equity			
Contributed capital		50,000	40,000
Retained earnings		<u>-1,373,979</u>	<u>-401,917</u>
Total equity		<u>-1,323,979</u>	<u>-361,917</u>
Liabilities			
Non-current liabilities			
Debt to credit institutions		<u>409,776</u>	<u>0</u>
Current liabilities			
Trade payables		18,961	0
Payables to group entities		2,700,345	1,169,335
Corporation tax		259	0
Other payables		<u>98,571</u>	<u>184,981</u>
		<u>2,818,136</u>	<u>1,354,316</u>
Total liabilities		<u>3,227,912</u>	<u>1,354,316</u>
TOTAL EQUITY AND LIABILITIES		<u><u>1,903,933</u></u>	<u><u>992,399</u></u>

Financial statements 1 January – 31 December

Statement of changes in equity

DKK	Contributed capital	Retained earnings	Total
Equity at 1 January 2021	40,000	-401,917	-361,917
Net effect from merger and acquisition	0	199,809	199,809
Cash capital increase	10,000	0	10,000
Transferred over the distribution of loss	0	-1,171,871	-1,171,871
Equity at 31 December 2021	50,000	-1,373,979	-1,323,979

Financial statements 1 January – 31 December

Notes

1 Accounting policies

The annual report of Climaider ApS for 2021 has been prepared in accordance with the provisions applying to reporting class B entities under the Danish Financial Statements Act with opt-in from higher reporting classes.

The accounting policies used in the preparation of the financial statements are consistent with those of last year.

Income statement

Gross profit

Pursuant to section 32 of the Danish Financial Statements Act, the Company has decided only to disclose gross profit.

Revenue

Revenue is measured at the fair value of the agreed consideration excluding VAT and taxes charged on behalf of third parties. All discounts granted are recognised in revenue.

Cost of sales

Cost of sales comprises costs incurred to generate revenue for the year. This item also comprises direct costs for goods for resale and changes to inventory of goods for resale.

Other external costs

Other external costs comprise distribution costs and costs related to sales, sales campaigns, administration, office premises, etc.

Staff costs

Staff costs comprise wages and salaries, including holiday allowance, pension and other social security costs, etc., to the Company's employees, excluding reimbursements from public authorities.

Financial income and expenses

Financial income and expenses comprise interest income and expense, amortisation of financial assets and liabilities as well as surcharges and refunds under the on-account tax scheme, etc.

Tax on loss for the year

The Parent Company is subject to the Danish rules on compulsory joint taxation of the Group's Danish subsidiaries. The subsidiaries are included in the joint taxation from the date when they are included in the consolidated financial statements and up to the date when they are excluded from the consolidation.

The Parent Company is the administrative company for the joint taxation and accordingly settles all payments of corporation tax to the tax authorities.

Financial statements 1 January – 31 December

Notes

1 Accounting policies (continued)

On payment of joint taxation contributions, current Danish corporation tax is allocated between the jointly taxed entities in proportion to their taxable income. Entities with tax losses receive joint taxation contributions from entities that have used the losses to reduce their own taxable profit.

Tax for the year comprises current corporation tax for the year and changes in deferred tax, including changes in tax rates. The tax expense relating to the profit/loss for the year is recognised in the income statement, and the tax expense relating to amounts directly recognised in equity is recognised directly in equity.

Balance sheet

Investments

Deposits are recognised at amortised cost.

Receivables

Receivables are measured at amortised cost.

Write-down is made for bad debt losses where there is an objective indication that a receivable has been impaired. If there is an objective indication that an individual receivable has been impaired, write-down is made on an individual basis.

Write-downs are calculated as the difference between the carrying amount of receivables and the present value of forecast cash flows, including the realisable value of any collateral received. The effective interest rate for the individual receivable or portfolio is used as discount rate.

Corporation tax and deferred tax

Current tax payable and receivable is recognised in the balance sheet as tax computed on the taxable income for the year, adjusted for tax on the taxable income of prior years and for tax paid on account.

Deferred tax is measured using the balance sheet liability method on all temporary differences between the carrying amount and the tax value of assets and liabilities based on the planned use of the asset or settlement of the liability. However, deferred tax is not recognised on temporary differences relating to goodwill non-deductible for tax purposes and on office premises and other items where the temporary differences arise at the date of acquisition without affecting either profit/loss or taxable income.

Deferred tax assets, including the tax value of tax loss carryforwards, are recognised at the expected value of their utilisation within the foreseeable future; either as a set-off against tax on future income or as a set-off against deferred tax liabilities in the same legal tax entity. Any deferred net assets are measured at net realisable value.

Deferred tax is measured in accordance with the tax rules and at the tax rates applicable at the balance sheet date when the deferred tax is expected to crystallise as current tax. Changes in deferred tax as a result of changes in tax rates are recognised in the income statement or equity, respectively.

Financial statements 1 January – 31 December

Notes

1 Accounting policies (continued)

Cash at bank and in hand

Cash at bank and in hand comprise cash and bank deposits.

Liabilities

Financial liabilities are recognised at cost at the date of borrowing, corresponding to the proceeds received less transaction costs paid. In subsequent periods, the financial liabilities are measured at amortised cost using the effective interest method. Accordingly, the difference between cost and the nominal value is recognised in the income statement over the term of the loan together with interest expenses.

Other liabilities are measured at amortised cost.

Financial statements 1 January – 31 December

Notes

2 Capital resources

The Company has a negative equity as per. 31. December 2021. It is management's perception that the equity can be re-established through future earnings. Management assess that the Company has sufficient liquidity to finance future activity, and that the Company on this basis can prepare the financial statement for 2021 provided the Company's continued operations.

DKK	2021	2020
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3 Staff costs

Wages and salaries	1,295,415	782,988
Other social security costs	<u>46,902</u>	<u>0</u>
	<u>1,342,317</u>	<u>782,988</u>

Average number of full-time employees	<u>9</u>	<u>8</u>
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4 Contractual obligations, contingencies, etc.

Contingent liabilities

The Company participates in a Danish joint taxation arrangement where Offset Holding ApS serves as the administration company. According to the joint taxation provisions of the Danish Corporation Tax Act, the Entity is therefore liable for income taxes etc for the jointly taxed entities, and for obligations, if any, relating to the withholding of tax on interest, royalties and dividend for the jointly taxed entities. The jointly taxed entities' total known net liability under the joint taxation arrangement is disclosed in the administration Company's financial statements.

5 Tax on profit/loss for the year

At December 31, 2021, the company has a deferred tax asset of DKK 264 thousand, which is not recognised in the annual accounts due to the uncertainty of when the tax loss will be utilised.

6 Mortgages and collateral

The company has received a loan from Vækstfonden and have pledged corporate mortgage as guarantee for the loan.