



Layerise ApS

Vesterbrogade 149, kl. th.
1620 Copenhagen NV
CVR No. 40409823

Annual report 2023

The Annual General Meeting adopted the annual report on 12.07.2024

Ervin Draganovic

Chairman of the General Meeting

Contents

Entity details	2
Statement by Management	3
Independent auditor's extended review report	4
Management commentary	7
Income statement for 2023	8
Balance sheet at 31.12.2023	9
Statement of changes in equity for 2023	11
Notes	12
Accounting policies	14

Entity details

Entity

Layerise ApS

Vesterbrogade 149, kl. th.

1620 Copenhagen NV

Business Registration No.: 40409823

Registered office: Copenhagen NV

Financial year: 01.01.2023 - 31.12.2023

Board of Directors

Ulrik Bo Larsen, chairman

Ervin Draganovic

Jimmy Fussing Nielsen

Jonathan Lucas Becker

Executive Board

Ervin Draganovic, director

Auditors

Deloitte Statsautoriseret Revisionspartnerselskab

Weidekampsgade 6

2300 Copenhagen S

Statement by Management

The Board of Directors and the Executive Board have today considered and approved the annual report of Layerise ApS for the financial year 01.01.2023 - 31.12.2023.

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

In our opinion, the financial statements give a true and fair view of the Entity's financial position at 31.12.2023 and of the results of its operations for the financial year 01.01.2023 - 31.12.2023.

We believe that the management commentary contains a fair review of the affairs and conditions referred to therein.

We recommend the annual report for adoption at the Annual General Meeting.

Copenhagen, 12.07.2024

Executive Board

Ervin Draganovic
director

Board of Directors

Ulrik Bo Larsen
chairman

Ervin Draganovic

Jimmy Fussing Nielsen

Jonathan Lucas Becker

Independent auditor's extended review report

To the shareholders of Layerise ApS

Conclusion

We have performed an extended review of the financial statements of Layerise ApS for the financial year 01.01.2023 - 31.12.2023, which comprise the income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies. The financial statements are prepared in accordance with the Danish Financial Statements Act.

Based on our extended review, in our opinion, the financial statements give a true and fair view of the Entity's financial position at 31.12.2023 and of the results of its operations for the financial year 01.01.2023 - 31.12.2023 in accordance with the Danish Financial Statements Act.

Basis for conclusion

We conducted our extended review in accordance with the assurance engagement standard for small enterprises as issued by the Danish Business Authority and the standard on extended review of financial statements prepared in accordance with the Danish Financial Statements Act as issued by FSR - Danish Auditors. Our responsibilities under those standards and requirements are further described in the "Auditor's responsibilities for the extended review of the financial statements" section. We are independent of the Entity 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 conclusion.

Material uncertainty related to going concern

Without affecting our conclusion, we draw attention to note 1 in the financial statements, which states that the Company's ability to continue as a going concern depends on meeting its budget goal and finalising the expected capital injection. We concur with Management's description of uncertainty and the choice of accounting principles.

Other matter

Effective from this financial year, the Entity is required to have its financial statements audited, and it has been decided in this connection to subject the financial statements to extended review. We point out that, as disclosed in the financial statements, the comparative figures in the financial statements have not been subjected to extended review or audit.

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 Entity's ability to continue as a going concern, disclosing, as applicable, matters related to going concern, and using the going concern basis of accounting unless Management either intends to liquidate the Entity 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 conclusion on the financial statements. This requires that we plan and perform procedures to obtain limited assurance about our conclusion on the financial statements and that we also perform specifically required supplementary procedures for the purpose of obtaining additional assurance about our conclusion.

An extended review consists of making inquiries, primarily of Management and, if appropriate, of other entity personnel, performing analytical and the specifically required supplementary procedures as well as evaluating the evidence obtained.

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

Statement on the management commentary

Management is responsible for the management commentary.

Our conclusion on the financial statements does not cover the management commentary, and we do not express any form of assurance conclusion thereon.

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

Moreover, it is our responsibility to consider whether the management commentary provides the information required by relevant law and regulations.

Based on the work we have performed, we conclude that the management commentary is in accordance with financial statements and has been prepared in accordance with the requirements in the relevant law and regulations. We did not identify any material misstatement of the management commentary.

Copenhagen, 12.07.2024

Deloitte

Statsautoriseret Revisionspartnerselskab

CVR No. 33963556

Anders Rødgaard Østdal

State Authorised Public Accountant

Identification No (MNE) mne50620

Management commentary

Primary activities

The Company's purpose is to run a business in software development and online and mobile commerce.

The income statement of the Company shows a loss for the year of DKK 9,108 thousand and at 31 December 2023 the balance sheet shows equity of DKK 3,527 thousand.

Going concern

Management has decided to change the Company's strategy to achieve profitability and strengthen its position in the market.

The Company's strategy for 2024 involves a key element of significantly reducing the cost base, a process that began in late 2023 and is expected to be completed in 2024. In addition to cost reduction, Management has decided to concentrate the Company's activities on attracting larger international customers to increase its market share and position in the market substantially.

The Company's previous burn rate has strained its cash position, resulting in Management discussing a DKK 1 million capital injection from certain current owners.

Based on the expected capital injection and the changed strategy, Management has assessed that it is justifiable to present the financial statements on a going concern basis. The Company's ability to continue as a going concern depends on achieving its budget goal through the change in strategy and finalising the capital injection (as mentioned above). Hence, the Company's ability to continue as a going concern is subject to material uncertainty.

Events after the balance sheet date

No events have occurred after the balance sheet date to this date, which would influence the evaluation of this annual report.

Treasury shares

	Number	Nominal value DKK	Share of contributed capital %
Treasury shares	2,924,000	29,240	21.59
Investments acquired	2,924,000	29,240	21.59

The Company has in 2023 purchased treasury shares from one of the Company's previous directors. The purchase price was DKK 0.

Income statement for 2023

	Notes	2023 DKK	2022 DKK
Gross profit/loss		(921,708)	(1,925,273)
Staff costs	2	(8,146,236)	(8,284,930)
Depreciation, amortisation and impairment losses	3	(8,898)	(8,900)
Operating profit/loss		(9,076,842)	(10,219,103)
Other financial expenses	4	(31,025)	(85,090)
Profit/loss before tax		(9,107,867)	(10,304,193)
Tax on profit/loss for the year	5	0	99,148
Profit/loss for the year		(9,107,867)	(10,205,045)
Proposed distribution of profit and loss			
Retained earnings		(9,107,867)	(10,205,045)
Proposed distribution of profit and loss		(9,107,867)	(10,205,045)

Balance sheet at 31.12.2023

Assets

	Notes	2023 DKK	2022 DKK
Other fixtures and fittings, tools and equipment		0	8,898
Property, plant and equipment	6	0	8,898
Deposits		381,312	428,225
Financial assets	7	381,312	428,225
Fixed assets		381,312	437,123
Receivables from group enterprises		0	99,148
Other receivables		108,062	200,653
Receivables		108,062	299,801
Cash		4,314,238	12,899,148
Current assets		4,422,300	13,198,949
Assets		4,803,612	13,636,072

Equity and liabilities

	Notes	2023 DKK	2022 DKK
Contributed capital	8	135,456	135,456
Retained earnings		3,391,401	12,499,268
Equity		3,526,857	12,634,724
Trade payables		101,741	76,624
Other payables		631,409	458,762
Deferred income		543,605	465,962
Current liabilities other than provisions		1,276,755	1,001,348
Liabilities other than provisions		1,276,755	1,001,348
Equity and liabilities		4,803,612	13,636,072
Going concern	1		
Unrecognised rental and lease commitments	9		
Assets charged and collateral	10		

Statement of changes in equity for 2023

	Contributed capital DKK	Retained earnings DKK	Total DKK
Equity beginning of year	135,456	12,965,230	13,100,686
Corrections of material errors	0	(465,962)	(465,962)
Adjusted equity beginning of year	135,456	12,499,268	12,634,724
Profit/loss for the year	0	(9,107,867)	(9,107,867)
Equity end of year	135,456	3,391,401	3,526,857

For the purpose of offering incentive pay in the form of share options, the Company's Board of Directors are authorised for the period until 15 September 2025 once or several times to issue up to 1,000,000 warrants on one or more occasions, each entitling the holder to subscribe for one A share of minimum DKK 0.01 per share of nominal DKK 0.01.

Notes

1 Going concern

Management has decided to change the Company's strategy to achieve profitability and strengthen its position in the market.

The Company's strategy for 2024 involves a key element of significantly reducing the cost base, a process that began in late 2023 and is expected to be completed in 2024. In addition to cost reduction, Management has decided to concentrate the Company's activities on attracting larger international customers to increase its market share and position in the market substantially.

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2 Staff costs

	2023	2022
	DKK	DKK
Wages and salaries	7,719,055	7,830,450
Other social security costs	104,988	133,472
Other staff costs	322,193	321,008
	8,146,236	8,284,930
Average number of full-time employees	14	15

3 Depreciation, amortisation and impairment losses

	2023	2022
	DKK	DKK
Depreciation of property, plant and equipment	8,898	8,900
	8,898	8,900

4 Other financial expenses

	2023	2022
	DKK	DKK
Other interest expenses	7,298	83,784
Exchange rate adjustments	23,727	1,306
	31,025	85,090

5 Tax on profit/loss for the year

	2023	2022
	DKK	DKK
Adjustment concerning previous years	0	(99,148)
	0	(99,148)

6 Property, plant and equipment

	Other fixtures and fittings, tools and equipment DKK
Cost beginning of year	35,598
Cost end of year	35,598
Depreciation and impairment losses beginning of year	(26,700)
Depreciation for the year	(8,898)
Depreciation and impairment losses end of year	(35,598)
Carrying amount end of year	0

7 Financial assets

	Deposits DKK
Cost beginning of year	428,225
Additions	35,637
Disposals	(82,550)
Cost end of year	381,312
Carrying amount end of year	381,312

8 Share capital

	Number	Nominal value DKK
A shares	9,000,000	90,000
B Shares	4,545,600	45,456
	13,545,600	135,456

9 Unrecognised rental and lease commitments

	2023	2022
	DKK	DKK
Liabilities under rental or lease agreements until maturity in total	429,395	639,238

10 Assets charged and collateral

There are no assets charged and collateral.

Accounting policies

Reporting class

This annual report has been presented in accordance with the provisions of the Danish Financial Statements Act governing reporting class B enterprises with addition of a few provisions for reporting class C.

The accounting policies applied to these financial statements are consistent with those applied last year.

Effective from this financial year, the Entity is required to have its financial statements audited, and it has been decided in this connection to subject the financial statements to extended review. The comparative figures in the financial statements, including disclosures in the notes, have not been subjected to extended review or audit.

Material errors in previous years

In the financial statements for 2022, the Company's invoiced revenue was mistakenly not recognised on an accrual basis. Hence, revenue from services was not recognised over the term of the contracts but instead at the time of invoicing.

The non-accrual has caused the comparative figures to be restated. The restatement has resulted in a decrease of DKK 235 thousand in the loss before tax for 2022, an increase of DKK 457 thousand in prepayments received in the balance sheet, and a decrease of DKK 222 thousand in the equity at the beginning of 2022. The restatement did not affect the tax on loss for the year in 2022.

Recognition and measurement

Assets are recognised in the balance sheet when it is probable as a result of a prior event that future economic benefits will flow to the Entity, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when the Entity has a legal or constructive obligation as a result of a prior event, and it is probable that future economic benefits will flow out of the Entity, and the value of the liability can be measured reliably.

On initial recognition, assets and liabilities are measured at cost. Measurement subsequent to initial recognition is effected as described below for each financial statement item.

Anticipated risks and losses that arise before the time of presentation of the annual report and that confirm or invalidate affairs and conditions existing at the balance sheet date are considered at recognition and measurement.

Income is recognised in the income statement when earned, whereas costs are recognised by the amounts attributable to this financial year.

Foreign currency translation

On initial recognition, foreign currency transactions are translated applying the exchange rate at the transaction date. Receivables, payables and other monetary items denominated in foreign currencies that have not been settled at the balance sheet date are translated using the exchange rate at the balance sheet date. Exchange differences that arise between the rate at the transaction date and the rate in effect at the payment date, or the rate at the balance sheet date, are recognised in the income statement as financial income or financial expenses.

Income statement

Gross profit or loss

Gross profit or loss comprises revenue and external expenses.

Revenue

Revenue from the sale of services is recognised in the income statement when delivery is made to the buyer. Revenue is recognised net of VAT, duties and sales discounts and is measured at fair value of the consideration fixed.

Other operating income

Other operating income comprises income of a secondary nature as viewed in relation to the Entity's primary activities, including salary refunds.

Other external expenses

Other external expenses include expenses relating to the Entity's ordinary activities, including expenses for premises, stationery and office supplies, marketing costs, etc. This item also includes writedowns of receivables recognised in current assets.

Staff costs

Staff costs comprise salaries and wages, and social security contributions, pension contributions, etc for entity staff.

Depreciation, amortisation and impairment losses

Depreciation, amortisation and impairment losses relating to equipment and intangible assets comprise depreciation, amortisation and impairment losses for the financial year, and gains and losses from the sale of intangible assets and property, plant and equipment.

Other financial expenses

Other financial expenses comprise interest expenses, payables and transactions in foreign currencies, amortisation of financial liabilities, and tax surcharge under the Danish Tax Prepayment Scheme etc.

Tax on profit/loss for the year

Tax for the year, which consists of current tax for the year and changes in deferred tax, is recognised in the income statement by the portion attributable to the profit for the year and recognised directly in equity by the portion attributable to entries directly in equity.

Balance sheet

Equipment

Other fixtures and fittings, tools and equipment are measured at cost less accumulated depreciation and impairment losses.

Cost comprises the acquisition price, costs directly attributable to the acquisition and preparation costs of the asset until the time when it is ready to be put into operation.

The basis of depreciation is cost less estimated residual value after the end of useful life. Straight-line depreciation is made on the basis of the following estimated useful lives of the assets:

	Useful life
Other fixtures and fittings, tools and equipment	4 years

Estimated useful lives and residual values are reassessed annually.

Items of property, plant and equipment are written down to the lower of recoverable amount and carrying amount.

Receivables

Receivables are measured at amortised cost, usually equalling nominal value less writedowns for bad and doubtful debts.

Cash

Cash comprises of cash in bank deposits.

Treasury shares

Acquisition and selling prices and dividends for treasury shares are classified directly as equity in retained earnings. Gains and losses on sale are not recognised in the income statement.

Other financial liabilities

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

Deferred income

Deferred income comprises income received for recognition in subsequent financial years. Deferred income is measured at cost.