



CHRISTENSEN
KJÆRULFF

PERSONLIGT ENGAGEMENT

STATSAUTORISERET
REVISIONSAKTIESELSKAB

CVR: 15 91 56 41

STORE KONGENSGADE 68
1264 KØBENHAVN K

TLF: 33 30 15 15
E-MAIL: CK@CK.DK
WEB: WWW.CK.DK

esignatur DK ApS

Flæsketorvet 68 1, 1711 København V

Company reg. no. 41 20 15 76

Annual report

27 February 2020 - 28 February 2021

The annual report was submitted and approved by the general meeting on the 25 May 2021.

Aiman Rafii
Chairman of the meeting



Contents

	<u>Page</u>
Reports	
Management's report	1
Independent auditor's report	2
Management commentary	
Company information	5
Management commentary	6
Financial statements 27 February 2020 - 28 February 2021	
Income statement	7
Statement of financial position	8
Statement of changes in equity	10
Notes	11
Accounting policies	14

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 DKK 146.940 means the amount of DKK 146,940, and that 23,5 % means 23.5 %.



Management's report

Today, the board of directors and the managing director have presented the annual report of esignatur DK ApS for the financial year 27 February 2020 - 28 February 2021.

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

We consider the accounting policies appropriate and, in our opinion, the financial statements provide a fair presentation of the company's assets, equity and liabilities, and financial position at 28 February 2021 and of the company's results of activities in the financial year 27 February 2020 – 28 February 2021.

We are of the opinion that the management commentary presents a fair account of the issues dealt with.

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

Copenhagen, 25 May 2021

Managing Director

Aiman Rafii

Board of directors

Christian Henri Leroy
Chairman

Aiman Rafii

Lars Henrik Thorlund Nielsen



Independent auditor's report

To the shareholders of esignatur DK ApS

Opinion

We have audited the financial statements of esignatur DK ApS for the financial year 27 February 2020 - 28 February 2021, which comprise income statement, statement of financial position, statement of changes in equity, notes and accounting policies. The financial statements have been prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements present a fair view of the company's assets, equity and liabilities, and financial position at 28 February 2021 and of the results of the company's activities for the financial year 27 February 2020 - 28 February 2021 in accordance with the Danish Financial Statements Act.

Basis for opinion

We conducted our audit in accordance with international standards on auditing and the additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the section "Auditor's responsibilities for the audit of the financial statements". We are independent of the company in accordance with international ethical requirements for auditors (IESBA's Code of Ethics), 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.

Responsibilities of management and those charged with governance for the financial statements

Management is responsible for the preparation of financial statements that provide a fair view in accordance with the Danish Financial Statements Act. Management is also responsible for such internal control as the 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 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 including an opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with international standards on auditing, 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.



Independent auditor's report

As part of an audit conducted in accordance with international standards on auditing, and the additional requirements applicable in Denmark, we exercise professional judgment 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 the 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 preparation of the financial statements using the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists arising from 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.
- Evaluate the overall presentation, structure, and contents of the financial statements, including disclosures in notes, and whether the financial statements reflect the underlying transactions and events in a manner that presents a 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 the internal control that we identify during our audit.

Statement on the management commentary

Management is responsible for the management commentary.

Our opinion on the financial statements does not cover the management commentary, and we express no assurance opinion thereon.



Independent auditor's report

In connection with our audit of the financial statements, it is our responsibility to read the management commentary and to consider whether the management commentary is materially inconsistent with the financial statements or the evidence obtained during the audit, or whether it otherwise appears to contain material misstatement.

Furthermore, it is our responsibility to consider whether the management commentary provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, we believe that management commentary is consistent with the financial statements and that it has been prepared in accordance with the provisions of the Danish Financial Statement Act. We did not discover any material misstatement in the management commentary.

Copenhagen, 25 May 2021

Christensen Kjarulff

Statsautoriseret Revisionsaktieselskab
Company reg. no. 15 91 56 41

Martin Dyhr Jørgensen

State Authorised Public Accountant
mne41362



Company information

The company

esignatur DK ApS
Flæsketorvet 68 1
1711 København V

Phone 43 58 40 58
Web site www.esignatur.dk
E mail info@esignatur.dk

Company reg. no. 41 20 15 76
Established: 27 February 2020
Domicile: Copenhagen
Financial year: 27 February 2020 - 28 February 2021
1st financial year

Board of directors

Christian Henri Leroy, Chairman
Aiman Rafii
Lars Henrik Thorlund Nielsen

Managing Director

Aiman Rafii

Auditors

Christensen Kjarulff
Statsautoriseret Revisionsaktieselskab
Store Kongensgade 68
1264 København K

Subsidiary

esignatur Norge AS, Norway



Management commentary

The principal activities of the company

The company's purpose is to develop and sell signing software as well as other related business.

This annual report covers esignatur's first 12 months of operation following the management buy-out in February 2020 led by CEO Aiman Rafii and supported by a group of experienced investors. It has been a remarkable year with continued strong growth in recurring revenue and positive EBITDA.

Headquartered in Copenhagen, Denmark, esignatur is a Scandinavian SaaS software company that offers a subscription and usage-based solution allowing customers to digitally sign documents and optimise data distribution and workflow procedures. The company addresses its customers' increasing need to reduce the administrative burden of physically signing documents, or alternatively printing, signing, scanning and e-mailing documents.

The Company benefits from an extremely strong and trusted brand that by many Danes is considered synonymous with digital signing. esignatur has more than 1,300 customers, primarily in Denmark, but has commenced an international customer orientation and now has users in more than 10 countries. esignatur holds a particularly strong position in the real estate and accounting segments, but is also widely used by e.g. HR-departments, retailers and law firms.

Key highlights that we are particularly proud of are as follows:

- 1,300 happy customers in 10 countries
- More than 1 million digital signatures per year
- Consistent growth in annual recurring revenue (ARR) since 2018 exceeding 40% per annum
- More than 95% of total revenue is recurring
- Very strong and long-lasting relations with our customers resulting in low churn (below 5%)

Development in activities and financial matters

During the fiscal ending 28 February 2021, we invested significantly in new product development and added a number of skilled, new colleagues to our product and development team. Gross profit for the year totaled DKK 5.766.782 and earnings before interest and depreciations (EBITDA) amounted to DKK 974.878. Income or loss from ordinary activities after tax totaled DKK -663.038. Management considers the result as expected.

Management expects the strong growth to continue in fiscal year 2021/22 (ending 28 February 2022) and plans to further expand the organisation and launch a number of new product features during the year.



Income statement

All amounts in DKK.

	27/2 2020
<u>Note</u>	<u>- 28/2 2021</u>
Gross profit	5.766.782
1 Staff costs	-4.791.904
Depreciation and amortisation	-1.631.862
Operating profit	-656.984
Other financial income	274
Other financial costs	-123.894
Pre-tax net profit or loss	-780.604
2 Tax on net profit or loss for the year	166.241
Net profit or loss for the year	-614.363
Proposed appropriation of net profit:	
Transferred to other reserves	702.008
Allocated from retained earnings	-1.316.371
Total allocations and transfers	-614.363



Statement of financial position

All amounts in DKK.

<u>Note</u>	<u>28/2 2021</u>
Assets	
Non-current assets	
3 Acquired rights	4.821.245
4 Goodwill	1.671.861
5 Development projects in progress	900.010
Total intangible assets	<u>7.393.116</u>
6 Other fixtures and fittings, tools and equipment	32.854
Total property, plant, and equipment	<u>32.854</u>
7 Equity investments in group enterprises	0
8 Deposits	206.465
Total investments	<u>206.465</u>
Total non-current assets	<u>7.632.435</u>
Current assets	
Trade receivables	715.662
Deferred tax assets	166.241
Other receivables	888.000
Prepayments and accrued income	287.978
Total receivables	<u>2.057.881</u>
Cash on hand and demand deposits	<u>1.967.531</u>
Total current assets	<u>4.025.412</u>
Total assets	<u>11.657.847</u>



Statement of financial position

All amounts in DKK.

Equity and liabilities	
<u>Note</u>	<u>28/2 2021</u>
Equity	
Contributed capital	171.876
Other reserves	702.008
Retained earnings	1.311.753
Total equity	2.185.637
Liabilities other than provisions	
9 Subordinate loan capital	2.750.000
10 Other payables	195.681
Total long term liabilities other than provisions	2.945.681
Prepayments received from customers	4.893.637
Trade payables	814.365
Other payables	726.955
Accruals and deferred income	91.572
Total short term liabilities other than provisions	6.526.529
Total liabilities other than provisions	9.472.210
Total equity and liabilities	11.657.847

11 Contingencies



Statement of changes in equity

All amounts in DKK.

	<u>Contributed capital</u>	<u>Share premium</u>	<u>Other reserves</u>	<u>Retained earnings</u>	<u>Total</u>
Equity 27 February 2020	171.876	2.628.124	0	0	2.800.000
Retained earnings	0	0	702.008	-1.316.371	-614.363
Transferred to retained earnings	0	-2.628.124	0	2.628.124	0
	<u>171.876</u>	<u>0</u>	<u>702.008</u>	<u>1.311.753</u>	<u>2.185.637</u>



Notes

All amounts in DKK.

	27/2 2020 - 28/2 2021
1. Staff costs	
Salaries and wages	4.560.468
Pension costs	184.801
Other costs for social security	27.549
Other staff costs	19.086
	4.791.904
Average number of employees	<u>8</u>
2. Tax on net profit or loss for the year	
Adjustment of deferred tax for the year	-166.241
	-166.241
	<u>28/2 2021</u>
3. Acquired rights	
Additions during the year	6.026.556
Cost 28 February 2021	6.026.556
Amortisation and depreciation for the year	-1.205.311
Amortisation 28 February 2021	-1.205.311
Carrying amount, 28 February 2021	4.821.245
4. Goodwill	
Additions during the year	2.089.826
Cost 28 February 2021	2.089.826
Amortisation and depreciation for the year	-417.965
Amortisation 28 February 2021	-417.965
Carrying amount, 28 February 2021	1.671.861



Notes

All amounts in DKK.

	<u>28/2 2021</u>
5. Development projects in progress	
Additions during the year	<u>900.010</u>
Cost 28 February 2021	<u>900.010</u>
Carrying amount, 28 February 2021	<u>900.010</u>
6. Other fixtures and fittings, tools and equipment	
Additions during the year	<u>41.440</u>
Cost 28 February 2021	<u>41.440</u>
Amortisation and depreciation for the year	<u>-8.586</u>
Amortisation and writedown 28 February 2021	<u>-8.586</u>
Carrying amount, 28 February 2021	<u>32.854</u>
7. Equity investments in group enterprises	
Additions during the year	<u>1</u>
Cost 28 February 2021	<u>1</u>
Writedown for the year	<u>-1</u>
Writedown 28 February 2021	<u>-1</u>
Carrying amount, 28 February 2021	<u>0</u>

Financial highlights for the enterprises according to the latest approved annual reports

	Equity interest	Equity	Results for the year	Carrying amount, esignatur DK ApS
esignatur Norge AS, Norway	100 %	<u>23.017</u>	<u>-1.068</u>	<u>0</u>
		<u>23.017</u>	<u>-1.068</u>	<u>0</u>



Notes

All amounts in DKK.

	<u>28/2 2021</u>
8. Deposits	
Additions during the year	206.465
Cost 28 February 2021	<u>206.465</u>
Carrying amount, 28 February 2021	<u>206.465</u>
9. Subordinate loan capital	
Total subordinate loan capital	2.750.000
Share of amount due within 1 year	<u>0</u>
Total subordinate loan capital	<u>2.750.000</u>
Share of payables due after 5 years	<u>0</u>
10. Other payables	
Total other payables	195.681
Share of amount due within 1 year	<u>0</u>
Total other payables	<u>195.681</u>
Share of liabilities due after 5 years	<u>0</u>
11. Contingencies	
Contingent liabilities	
	DKK in thousands
Lease liabilities	<u>122</u>
Total contingent liabilities	<u>122</u>



Accounting policies

The annual report for esignatur DK ApS has been presented in accordance with the Danish Financial Statements Act regulations concerning reporting class B enterprises. Furthermore, the company has decided to comply with certain rules applying to reporting class C enterprises.

The annual report is presented in DKK. The annual report comprises the first financial year and hence comparative figures are not available.

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.

Income statement

Gross profit

Gross profit 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.



Accounting policies

Revenue from the sale of subscriptions is recognised and accrued in the income statement over the subscription lifecycle. Recognition of revenue is exclusive of VAT and taxes and less any discounts relating directly to sales, and measured at the fair value of the fixed consideration.

Other external costs comprise costs incurred for sales, advertising, administration, premises, and loss on receivables.

Staff costs

Staff costs include salaries and wages, including holiday allowances, pensions, and other social security costs, etc., for staff members. Staff costs are less government reimbursements.

Depreciation and amortisation

Depreciation and amortisation comprise depreciation on, amortisation of intangible and tangible assets, respectively.

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.

Results from equity investments in group enterprises

Dividend from equity investments in group enterprises is recognised in the financial year in which the dividend is declared.

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

Intangible assets

Development projects

Development costs comprise salaries, wages, and amortisation directly attributable to development activities.



Accounting policies

Clearly defined and identifiable development projects are recognised as intangible assets provided that they are proven to be technically practicable, that sufficient resources and a potential market or development opportunity exist, and insofar as the intention is to produce, market or utilise the project. It is, however, a condition that the cost can be reliably calculated and that a sufficiently high degree of certainty indicates that future earnings will cover the costs of production, sales, and administration. Other development costs are recognised in the income statement concurrently with their realisation.

Development costs recognised in the statement of financial position are measured at cost less accrued amortisations and writedowns for impairment.

After completion of the development work, capitalised development costs are amortised on a straight-line basis over the estimated useful economic life. The amortisation period is usually 5-10 years.

Profit and loss from the sale of development projects, patents, and licenses are measured as the difference between the sales price less sales costs and the carrying amount at the time of sale. Profit or loss are recognised in the income statement as other operating income or other operating expenses, respectively.

Acquired rights

Acquired rights is measured at cost less accumulated amortisation. Given that it is impossible to make a reliable estimate of the useful life, the amortisation period is set at 5 years.

Goodwill

Acquired goodwill is measured at cost with deduction of accumulated amortisation. Goodwill is amortised over the estimated useful life, which is determined on the basis of management's experience in the individual business areas. Goodwill is amortised on a straightline basis over the amortisation period, which is set at between 5 and 25 years. The amortisation period is determined on the basis of an expected pay-back period, being the longer for strategical acquirees with a strong market position and an expected longterm earnings profile.

Property, plant, and equipment

Other property, plant, and equipment are measured at cost less accrued depreciation and writedown for impairment.

The depreciable amount is cost less any expected residual value after the end of the useful life of the asset. The amortisation period and the residual value are determined at the acquisition date and reassessed annually. If the residual value exceeds the carrying amount, the depreciation is discontinued.

If the amortisation period or the residual value is changed, the effect on amortisation will, in future, be recognised as a change in the accounting estimates.

The cost comprises acquisition cost and costs directly associated with the acquisition until the time when the asset is ready for use.



Accounting policies

The cost of a total asset is divided into separate components. These components are depreciated separately, the useful lives of each individual components differing, and the individual component representing a material part of the total cost.

Depreciation is done on a straight-line basis according to an assessment of the expected useful life and the residual value of the individual assets:

	Useful life	Residual value
Other fixtures and fittings, tools and equipment	3-5 years	0-20 %

Minor assets with an expected useful life of less than 1 year are recognised as costs in the income statement in the year of acquisition.

Profit or loss derived from the disposal of property, land, and equipment is measured as the difference between the sales price less selling costs and the carrying amount at the date of disposal. Profit or loss is recognised in the income statement as other operating income or other operating expenses.

Impairment loss relating to non-current assets

The carrying amount of both intangible and tangible fixed assets as well as equity investments in group enterprises are subject to annual impairment tests in order to disclose any indications of impairment beyond those expressed by amortisation and depreciation respectively.

If indications of impairment are disclosed, impairment tests are carried out for each individual asset or group of assets, respectively. Writedown for impairment is done to the recoverable amount if this value is lower than the carrying amount.

The recoverable amount is the higher value of value in use and selling price less expected selling cost. The value in use is calculated as the present value of the expected net cash flows from the use of the asset or the asset group and expected net cash flows from the sale of the asset or the asset group after the end of their useful life.

Previously recognised impairment losses are reversed when conditions for impairment no longer exist. Impairment relating to goodwill is not reversed.

Investments

Equity investments in group enterprises

Equity investments in group enterprises are measured at cost. If the recoverable amount is lower than the cost, writedown for impairment is done to match this lower value.

Deposits

Deposits are measured at amortised cost and represent lease deposits, etc.



Accounting policies

Receivables

Receivables are measured at amortised cost, which usually corresponds to nominal value. In order to meet expected losses, impairment takes place at the net realisable value.

Prepayments and accrued income

Prepayments and accrued income recognised under assets comprise incurred costs concerning the following financial year.

Cash on hand and demand deposits

Cash on hand and demand deposits comprise cash at bank and on hand.

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.

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.

Accruals and deferred income

Payments received concerning future income are recognised under accruals and deferred income.

Dette dokument er underskrevet af nedenstående parter, der med deres underskrift har bekræftet dokumentets indhold samt alle datoer i dokumentet.

This document is signed by the following parties with their signatures confirming the documents content and all dates in the document.

Aiman Rafii

Som Board member
RID: 52815196
Tidspunkt for underskrift: 30-05-2021 kl.: 15:50:39
Underskrevet med NemID

NEM ID

Lars Henrik Thorlund Nielsen

Som Board member
PID: 9208-2002-2-847969965777
Tidspunkt for underskrift: 28-05-2021 kl.: 16:10:15
Underskrevet med NemID

NEM ID

Christian Henri Leroy

Som Chairman
PID: 9208-2002-2-635806339421
Tidspunkt for underskrift: 28-05-2021 kl.: 15:16:21
Underskrevet med NemID

NEM ID

Martin Dyhr Jørgensen

Som Accountant
RID: 1239105129915
Tidspunkt for underskrift: 31-05-2021 kl.: 08:38:25
Underskrevet med NemID

NEM ID

Aiman Rafii

Som CEO
RID: 52815196
Tidspunkt for underskrift: 31-05-2021 kl.: 11:46:16
Underskrevet med NemID

NEM ID

Aiman Rafii

Som Conductor
RID: 52815196
Tidspunkt for underskrift: 31-05-2021 kl.: 11:46:16
Underskrevet med NemID

NEM ID

This document is signed with esignatur. Embedded in the document is the original agreement document and a signed data object for each signatory. The signed data object contains a mathematical hash value calculated from the original agreement document, which secures that the signatures is related to precisely this document only. Prove for the originality and validity of signatures can always be lifted as legal evidence.

The document is locked for changes and all cryptographic signature certificates are embedded in this PDF. The signatures therefore comply with all public recommendations and laws for digital signatures. With esignatur's solution, it is ensured that all European laws are respected in relation to sensitive information and valid digital signatures. If you would like more information about digital documents signed with esignatur, please visit our website at www.esignatur.dk.

This document has esignatur Agreement-ID: 61f4e514upW242402230