Gaia Fintech A/S

Lille Strandstræde 14A, st., DK-1254 Copenhagen

CVR no. 41 38 66 81

Annual report

for the year 1 January - 31 December 2021

Approved at the Company's annual general meeting on 18 May 2022

Chair of the meeting:

Andreas Edgar Zangenberg Jensen

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Statement by the Board of Directors and the Executive Board

Today, the Board of Directors and the Executive Board have discussed and approved the annual report of Gaia Fintech A/S for the financial year 1 January - 31 December 2021.

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 of the Company 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.

Copenhagen, 6 May 2022 Executive Board:

David Bentzon-Ehlers CEO	Andreas Breilev Vinther CFO	Andreas Edgar Zangenberg Jensen COO
Board of Directors:		
Allan Sønderskov Darre Chair	Theresa Brønnum	Eskild Bak Kristensen
Tine Lundegaard	Peter Rüdiger Smith	Jonathan Hjortdal

Independent auditor's report

To the shareholders of Gaia Fintech A/S

Opinion

We have audited the financial statements of Gaia Fintech A/S for the financial year 1 January - 31 December 2021, which comprise income statement, balance sheet, statement of changes in equity and notes, including accounting policies. The financial statements are 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 of the Company at 31 December 2021 and of the results of the Company's operations for the financial year 1 January - 31 December 2021 in accordance with the Danish Financial Statements Act.

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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

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 ethical requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code.

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 audit of the financial statements

Our objectives are to obtain reasonable assurance as to 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 the 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.

Independent auditor's report

- 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.
- Evaluate the overall presentation, structure and contents of the financial statements, including the note 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.

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 conclusion thereon.

In connection with our audit 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 audit, 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 Statement Act. We did not identify any material misstatement of the Management's review.

Copenhagen, 6 May 2022 EY Godkendt Revisionspartnerselskab CVR no. 30 70 02 28

Thomas Hjortkjær Petersen State Authorised Public Accountant mne33748

Management's review

Company details	
Name Address, Postal code, City	Gaia Fintech A/S Lille Strandstræde 14A, st., DK-1254 Copenhagen
CVR no. Established Registered office Financial year	41 38 66 81 22 May 2020 Copenhagen 1 January - 31 December
Board of Directors	Allan Sønderskov Darre, Chair Theresa Brønnum Eskild Bak Kristensen Tine Lundegaard Peter Rüdiger Smith Jonathan Hjortdal
Executive Board	David Bentzon-Ehlers, CEO Andreas Breilev Vinther, CFO Andreas Edgar Zangenberg Jensen, COO
Auditors	EY Godkendt Revisionspartnerselskab Dirch Passers Allé 36, P.O. Box 250, 2000 Frederiksberg, Denmark

Management's review

Business review

The Company's main activity is to provide Investment platform for sustainable investments.

Recognition and measurement uncertainties

Reference is made to note 3 for more details.

Financial review

The income statement for 2021 shows a profit of DKK 25,467 against a loss of DKK 81,591 last year, and the balance sheet at 31 December 2021 shows equity of DKK 1,476,543. The profit for 2021 is considered by management to be satisfactory.

We refer to note 2 to the Financial Statements disclosing that the Company's going concern is conditional on additional funds being provided and continued customer intake. In preparing the Financial Statements, Management has assumed that additional funds will be contributed in the following financial year. Accordingly, the Financial Statements have been prepared on the assumption of the Company continuing as a going concern. As outlined in note 2, this means that the going concern condition has uncetainties even though the company has received further capital during 2022 as started in note 2 and below in section "Events after the balance sheet date".

Events after the balance sheet date

The company has received capital increases in April and May totalling DKK 2,300k.

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

Income statement

Note	ркк	2021 12 months	2020 8 months (Ikke revideret)
4	Gross loss Staff costs	-106,975 -367,389	-88,203 -16,013
	Amortisation/depreciation and impairment of intangible assets and property, plant and equipment	-9,930	0
5	Profit/loss before net financials Financial expenses	-484,294 -76,078	-104,216 -375
6	Profit/loss before tax Tax for the year	-560,372 585,839	-104,591 23,000
	Profit/loss for the year	25,467	-81,591
	Recommended appropriation of profit/loss Other statutory reserves	1,252,661	0
	Retained earnings/accumulated loss	-1,227,194	-81,591
		25,467	-81,591

Balance sheet

Note	ркк	2021	2020
	ASSETS		
7	Fixed assets Intangible assets		
I	Development projects in progress and prepayments for		
	intangible assets	1,605,976	0
		1,605,976	0
	Property, plant and equipment		
	Fixtures and fittings, other plant and equipment	36,927	0
		36,927	0
	Investments		
	Deposits, investments	19,481	7,749
		19,481	7,749
	Total fixed assets		7 7 40
		1,662,384	7,749
	Non-fixed assets Receivables		
	Trade receivables	2,975	0
	Deferred tax assets	232,525	23,000
	Corporation tax receivable	353,314	0
	Other receivables Prepayments	110,725 1,219	13,428 6,775
	Frepayments	·	
		700,758	43,203
	Cash	1,082,331	1,131,377
	Total non-fixed assets	1,783,089	1,174,580
	TOTAL ASSETS	3,445,473	1,182,329

Balance sheet

Note	ркк	2021	2020
	EQUITY AND LIABILITIES Equity		
	Share capital	425,752	42,469
	Reserve for development costs	1,252,661	0
	Retained earnings	-201,870	206,608
	Total equity	1,476,543	249,077
8	Liabilities other than provisions Non-current liabilities other than provisions		
	Other credit institutions	1,832,139	872,000
		1,832,139	872,000
	Current liabilities other than provisions		
	Trade payables	0	19,985
	Payables to group enterprises	7,000	7,000
	Payables to associates	2,767	2,767
	Payables to shareholders and management	0	16,500
	Other payables	127,024	15,000
		136,791	61,252
	Total liabilities other than provisions	1,968,930	933,252
	TOTAL EQUITY AND LIABILITIES	3,445,473	1,182,329

1 Accounting policies

Going concern uncertainties
Geognition and measurement uncertainties
Contractual obligations and contingencies, etc.

10 Related parties

Statement of changes in equity

		Reserve for development	Retained	
DKK	Share capital	costs	earnings	Total
Equity at 1 January 2021	42,469	0	206,608	249,077
Capital increase	25,651	0	1,176,348	1,201,999
Share issue Transfer through appropriation	357,632	0	-357,632	0
of profit	0	1,252,661	-1,227,194	25,467
Equity at 31 December 2021	425,752	1,252,661	-201,870	1,476,543

Notes to the financial statements

1 Accounting policies

The annual report of Gaia Fintech A/S for 2021 has been prepared in accordance with the provisions in the Danish Financial Statements Act applying to reporting class B entities and elective choice of certain provisions applying to reporting class C entities.

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

Reporting currency

The financial statements are presented in Danish kroner (DKK).

Income statement

Revenue

Income from the rendering of services is recognised as revenue as the services are rendered. Revenue includes income from advising on sustanable investments.

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

Gross loss

The items revenue, other operating income and external expenses have been aggregated into one item in the income statement called gross loss in accordance with section 32 of the Danish Financial Statements Act.

Other operating income

Other operating income comprise items of a secondary nature relative to the Company's core activities, including compensation for Innovationsfonden.

Other external expenses

Other external expenses include the year's expenses relating to the Company's core activities, including expenses relating to sale, advertising, administration, premises, etc.

Staff costs

Staff costs include wages and salaries, including compensated absence and pension to the Company's employees, as well as other social security contributions, etc. The item is net of refunds from public authorities.

Depreciation

The item comprises depreciation of property, plant and equipment.

The basis of depreciation, which is calculated as cost less any residual value, is depreciated on a straight line basis over the expected useful life. The expected useful lives of the assets are as follows:

Fixtures and fittings, other plant and equipment 3 years

Financial expenses

Financial expenses are recognised in the income statements at the amounts that concern the financial year. Net financials include interest expenses as well as allowances and surcharges under the advance-payment-of-tax scheme, etc.

Notes to the financial statements

1 Accounting policies (continued)

Тах

Tax for the year includes current tax on the year's expected taxable income and the year's deferred tax adjustments. The portion of the tax for the year that relates to the profit/loss for the year is recognised in the income statement, whereas the portion that relates to transactions taken to equity is recognised in equity.

The Company and its Danish group entities are jointly taxed. The total Danish income tax charge is allocated between profit/loss-making Danish entities in proportion to their taxable income (full absorption).

Jointly taxed entities entitled to a tax refund are reimbursed by the management company based on the rates applicable to interest allowances, and jointly taxed entities which have paid too little tax pay a surcharge according to the rates applicable to interest surcharges to the management company.

Balance sheet

Intangible assets

Development costs comprise expenses, salaries and amortisation directly or indirectly attributable to development activities.

Development projects that are clearly defined and identifiable, where the technical feasibility, sufficient resources and a potential future market or development opportunities areidentifiable and where the Company intends to produce, market or use the project, are recognised as intangible assets provided that the cost can be measured reliably and that there is sufficient assurance that future earnings can cover production costs, selling costs and administrative expenses and development costs. Other development costs are recognised in the income statement as incurred.

Development costs that are recognised in the balance sheet are measured at cost less accumulated amortisation and impairment losses.

On completion of a development project, development costs are amortised on a straight-line basis over the estimated useful life. The amortisation period is usually 5 years.

Property, plant and equipment

Items of property, plant and equipment are measured at cost less accumulated depreciation and impairment losses. Cost includes the acquisition price and costs directly related to the acquisition until the time at which the asset is ready for use.

Receivables

Receivables are measured at amortised cost.

An impairment loss is recognised if there is objective evidence that a receivable or a group of receivables is impaired. If there is objective evidence that an individual receivable has been impaired, an impairment loss is recognised on an individual basis.

Notes to the financial statements

1 Accounting policies (continued)

Income taxes

Current tax payables and receivables are recognised in the balance sheet as the estimated income tax charge for the year, adjusted for prior-year taxes and tax paid on account.

Deferred tax is measured according to the liability method on all temporary differences between the carrying amount and the tax base of assets and liabilities. However, deferred tax is not recognised on temporary differences relating to goodwill which is not deductible for tax purposes and on office premises and other items where temporary differences, apart from business combinations, arise at the date of acquisition without affecting either profit/loss for the year or taxable income. Where alternative tax rules can be applied to determine the tax base, deferred tax is measured based on Management's intended use of the asset or settlement of the liability, respectively.

Deferred tax is measured according to 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. Deferred tax assets are recognised at the expected value of their utilisation; 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. Changes in deferred tax due to changes in the tax rate are recognised in the income statement.

Liabilities

Financial liabilities are recognised at the date of borrowing at the net proceeds received less transaction costs paid. On subsequent recognition, financial liabilities are measured at amortised cost.

Other liabilities are measured at net realisable value.

Notes to the financial statements

2 Going concern uncertainties

The Company is not expected to become profitable in the short term. According to the 2022 plan and budget the Company will require additional funding in the beginning of 2022 to continue its operations in 2022. To attract new investors, it is the Company's strategy not to be overcapitalized in excess of what is required and only to raise funds when needed and then based on proof on increased business value.

At the Annual General Meeting on 16.01.2021, it was agreed to increase the share capital in the Company by cash payment or by issue of convertible loans or a combination hereof.

At the Annual General Meeting on 01.11.2021, it was agreed to increase the share capital in the Company by cash payment or by issue of convertible loans or a combination hereof.

Through April and May 2022 the Company issued additional convertible loans amounting to DKK 2,300,000.

Based on the Company's historical ability to attract investors when funding is required and the increasing interest in the Gaia business model, Management believe that it will successfully achieve raising the required funds to ensure that the Company is a going concern.

3 Recognition and measurement uncertainties

In the Annual report for 2021 there is a recognition and measurement uncertainties in relation development projects in progress. The management has several accounting estimates in relation to recognition of the cost of development projects in progress. The estimates are based on the management expectation to how much time there has been used on developing the app.

The Company has further recognized a deferred tax asset on DKK 232,525, which refers primarily to tax loss carry forwards. The tax loss carry forward are deductible in future positive taxable income and the value of this asset depends on such.

	ркк	2021 12 months	2020 8 months
4	Staff costs Wages/salaries Other social security costs Other staff costs	306,213 31,041 30,135	14,811 568 634
	Average number of full-time employees	367,389	16,013
5	Financial expenses Vækstfonden Covid BA-Ioan Interest Other financial expenses	76,070 8 76,078	0 375 375
6	Tax for the year Deferred tax adjustments in the year	-585,839 -585,839	-23,000

The estimated tax charge for the year includes tax refunds according to LL § 8X (skattekreditordningen), totalling DKK 353,315, and then a deffered tax according to the company's loss, totalling DKK 23,525.

Notes to the financial statements

- 6 Tax for the year (continued)
- 7 Intangible assets

DKK	Development projects in progress and prepayments for intangible assets
Additions	1,605,976
Cost at 31 December 2021	1,605,976
Carrying amount at 31 December 2021	1,605,976

Development projects in progress

Development project in progress is our development of our app, which expects to launch in 2022.

8 Non-current liabilities other than provisions

Of the long-term liabilities, DKK 1,832,139 falls due for payment after more than 5 years after the balance sheet date.

9 Contractual obligations and contingencies, etc.

Other contingent liabilities		
Rent liabilites	15,333	10,332
Other contingent liabilities	444,000	0
	459,333	10,332

Rent liabilities includes rent obligation which cover 4 months rent. Gaia Fintech A/S has furthermore a monthly fee obligation totalling DKK 444,000 in terminable fee agreement with Saxo Bank, whick cover 8 months.

The Company is jointly taxed with its parent company, Gaia Holding ApS, which acts as management company, and has limited and alternative liability together with other jointly taxed group entities for payment of income taxes for income year 2021 onwards as well as withholding taxes on interest, royalties and dividends falling due for payment on or after 31 December 2021.

10 Related parties

Ownership

The following shareholders are registered in the Company's register of shareholders as holding minimum 5% of the share capital:

Name	Domicile	
ASD Invest ApS	Hornbæk	
AEZJ Holding ApS	København N	
Gaia Group Holding ApS	Valby	

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David Bentzon-Ehlers	Andreas Breilev Vinther
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IP: 83.151.xxx.xxx	IP: 37.26.xxx.xxx
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Andreas Edgar Zangenberg Jensen	Allan Sønderskov Darre
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Tine LundegaardBestyrelsePå vegne af: Gaia Fintech A/SSerienummer: PID:9208-2002-2-747522195600IP: 77.241.xxx.xxx2022-05-10 14:41:45 UTC	Eskild Bak Kristensen Bestyrelse På vegne af: Gaia Fintech A/S Serienummer: 0efd7990-9e5a-4675-b991-8c843e17f9a1 IP: 77.241.xxx.xxx 2022-05-11 11:36:39 UTC

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Theresa Brønnum Bestyrelse

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Afventer underskrift

Andreas Edgar Zangenberg Jensen Dirigent

På vegne af: Gaia Fintech A/S

På vegne af: EY Godkendt Revisionspartnerselskab Serienummer: PID:9208-2002-2-513808396599 IP: 145.62.xxx.xxx

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Thomas Hjortkjær Petersen

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