

Fundamental Holiday A/S

CVR no.: 41903406

Staktoften 3
2950 Vedbæk

Annual Report 2022 (2. Financial year)

The Annual Report has been presented and adopted at the Company's
Annual General Meeting 30 June 2023

Chairman of the meeting
Douglas Alan Costello

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Management's Statement

Today the Board of Directors and Executive Board have discussed and approved the Annual Report for 2022 for Fundamental Holiday A/S.

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 Company's assets, liabilities and financial position at 31 december 2022 and of the results of the the Company's operations for the financial year 1 January - 31 December 2022.

The Management Commentary includes in our opinion a fair presentation of the matters dealt with in the Commentary.

We recommend the Annual Report be approved at the Annual General Meeting.

Vedbæk, 30 June 2023

Executive Board:

Douglas Alan Costello

Board of Directors

Michael Voss-Jensen

Søren Morbitzer Christoffersen

Mats Lind

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Fundamental Holiday A/S

Report on the Financial Statements

Opinion

We have audited the financial statements of 2022 for the financial year 1 January - 31 December 2022, which comprise income statement, Balance Sheet, statement of changes in equity, notes and a summary of significant 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 assets, liabilities and 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 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 "Auditor's Responsibilities for the Audit 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 (including International Independence Standards) (IESBA Code), together with the ethical requirements that are relevant to our audit of the financial statements 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.

Management's Responsibility for the Financial Statements

The 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 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 standards unless Management either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibility for 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 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 these financial statements.

As part of an audit 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.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting 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 content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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 Commentary

Management is responsible for Management Commentary.

Our opinion on the financial statements does not cover Management Commentary, 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 Management Commentary and, in doing so, consider whether Management Commentary is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

Moreover, we considered whether Management Commentary includes the disclosures required by the Danish Financial Statements Act.

Based on the work we have performed, in our view, Management Commentary is in accordance with the consolidated financial statements and the parent company financial statements and has been prepared in accordance with the requirements of the Danish Financial Statements Act. We did not identify any material misstatement of Management Commentary.

Frederiksberg, 30 June 2023

ADDCO P/S Godkendte Revisor

CVR no. 36 46 48 52

Kaspar Kristoffersen
registreret revisor
mne34513

Company details

The company	Fundamental Holiday A/S	
	Staktoften 3	
	2950 Vedbæk	
	CVR no.:	41903406
	Established:	1. December 2020
Bord of directors	Municipality:	Vedbæk
	Finansiel year:	1 January 2022 - 31 December 2022
	Michael Voss-Jensen	
	Søren Morbitzer Christoffersen	
	Mats Lind	
Executive Board	Douglas Alan Costello	
Auditor	ADDCO P/S Godkendte Revisorer	
	Dronning Olgas Vej 43A	
	2000 Frederiksberg	

Management Commentary

Business activities

Fundamental Holiday A/S, operating as Clicktrip.com is a global Online Travel Agent, developing travel technology and facilitating hotel booking worldwide.

Business review

2022 was a strong building year for our young company. Fundamental Holiday A/S achieved +300% YoY revenue growth, expanded our team, matured all systems, refined our product and established the brand on a global stage against tough competition. This year's key focus of growth and market expansion has resulted in a planned and calculated loss on our bottom line, that has been balanced with new equity investment in early 2023. This has paved the way to bring sales volumes to the needed level and for our focus to now move to profitability over the coming year.

Significant events occurring after end of reporting period

The company has in 2023 converted long-term debt for DKK 14.637.400 to equity. Besides this no special events have occurred since the end of the financial statements.

Income statement 1 January 2022 - 31 December 2022

	<u>Note</u>	<u>2022</u>	<u>2021</u>
Net revenue		78.239.182	24.783.181
Cost of Sales		-71.762.454	-22.150.179
Other external expenses		<u>-12.918.674</u>	<u>-5.523.142</u>
Gross profit		-6.441.946	-2.890.140
Staff costs	1	-4.242.242	-2.504.877
Depreciation, amortisation and impairment losses		<u>-1.261.055</u>	<u>-387.229</u>
Operating profit		-11.945.243	-5.782.246
Financial income		168.233	67.561
Financial expenses	2	<u>-676.558</u>	<u>-175.234</u>
Loss before tax		-12.453.568	-5.889.919
Tax on profit/loss for the year		<u>2.739.001</u>	<u>1.295.782</u>
Profit for the year		-9.714.567	-4.594.137
PROPOSED DISTRIBUTION OF PROFIT			
Retained earnings		-9.714.567	-4.594.137
Proposed dividend for the year		<u>0</u>	<u>0</u>
Total distribution		-9.714.567	-4.594.137

Balance sheet at 31 December 2022

Assets

	<u>Note</u>	<u>2022</u>	<u>2021</u>
Intangible assets		6.851.098	4.138.959
Intangible assets		6.851.098	4.138.959
Other receivables		5.716.761	1.903.802
Long-term investments in group enterprises		40.000	0
Financial assets		5.756.761	1.903.802
Non-current assets		12.607.859	6.042.761
Trade receivables		17.775	0
Receivables from group companies		6.910	0
Other receivables		462.717	39.231
Deferred tax asset		4.034.783	1.295.782
Prepayments		110.440	41.885
Receivables		4.632.625	1.376.898
Cash and cash equivalents		3.230.385	1.729.912
Current assets		7.863.010	3.106.810
Assets		20.470.869	9.149.571

Balance sheet at 31 December 2022

Liabilities and equity

	<u>Note</u>	<u>2022</u>	<u>2021</u>
Share Capital		500.000	500.000
Share Premium		1.700.000	1.700.000
Retained earnings		-14.308.704	-4.594.137
Proposed dividend for the year		0	0
Equity		-12.108.704	-2.394.137
Payables to group enterprises		5.759.500	0
Other debt		16.008.521	6.500.000
Long-term debt		21.768.021	6.500.000
Bank debt		53.786	306.185
Trade payables		9.786.108	2.644.014
Deferred income, liabilities		511.817	1.883.511
Other payables		459.841	209.998
Current liabilities		10.811.552	5.043.708
Liabilities		32.579.573	11.543.708
Equity and liabilities		20.470.869	9.149.571
Contingencies etc.	3		

Statement of changes in equity

Equity

	Share capital	Share Premium	Retained earnings	Total
Equity 1. January 2022	500.000	1.700.000	-4.594.137	-2.394.137
Proposed profit allocation	0	0	-9.714.567	-9.714.567
Equity ultimo	<u>500.000</u>	<u>1.700.000</u>	<u>-14.308.704</u>	<u>-12.108.704</u>

Corporation capital

Corporation capital distribution:
A-share, 500.000 pc. of nom. 1 DKK.

The share capital is unchanged compared to the foundation.

Noter

	2022	2021
1 Staff costs		
Wages and salaries	1.970.402	1.493.465
Social security costs	12.601	6.884
Other staff costs	2.259.239	1.004.528
	4.242.242	2.504.877
 Average number of employees	 2	 2
 2 Financial expenses		
Interests to group companies	7.524	0
Interest to bank	9.135	7.751
Other financial cost	659.899	167.483
	676.558	175.234

3 Contingencies

Joint liabilities

The Company is jointly and severally liable together with the Parent Company and the other group companies in the joint taxable group for tax on the group's joint taxable income and for certain possible withholding taxes, such as dividend tax, etc.

Tax payable on the Group's joint taxable income is stated in the annual report of Fundamental Holliday Holding A/S, which serves as management Company for the joint taxation.

Accounting policies

The annual report has been presented in accordance with the provisions of the Danish Financial Statements Act for enterprises in reporting class B and certain provisions applying to reporting class C.

The accounting policies applied are consistent with those of last year.

Basis

Basis of recognition and measurement

Income is recognised in the income statement as earned, including value adjustments of financial assets and liabilities. All expenses, including amortisation, depreciation and impairment losses, are also recognised in the income statement.

Assets are recognised in the balance sheet when it is probable that future economic benefits will flow to the company's and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when it is probable that future economic benefits will flow from the company's and the value of the liability can be measured reliably.

On initial recognition, assets and liabilities are measured at cost. On subsequent recognition, assets and liabilities are measured as described below for each individual accounting item.

Certain financial assets and liabilities are measured at amortised cost using the effective interest method. Amortised cost is calculated as the historic cost less any instalments and plus/less the accumulated amortisation of the difference between the cost and the nominal amount.

On recognition and measurement, allowance is made for predictable losses and risks which occur before the annual report are presented and which confirm or invalidate matters existing at the balance sheet date.

Foreign currency conversion

Transactions in foreign currencies are converted at the exchange rate on the transaction date. Exchange differences arising between the exchange rate on the transaction date and the exchange rate on the payment date are entered in the income statement as a financial entry. If currency positions are designated as hedges of future cash flows, the value adjustments are recognized directly in equity.

Receivables, payables and other monetary items denominated in foreign currencies that are not settled at the balance sheet date are measured at the exchange rate at the balance sheet date. The difference between the exchange rate at the balance sheet date and the exchange rate at the date the receivable or payable arose is recognized in the income statement under financial income and expenses.

Fixed assets purchased in foreign currencies are measured at the exchange rate on the transaction

Consolidated financial statements

In accordance with the exemption provision of the Danish Financial Statements Act, cf. section 110 of the Danish Financial Statements Act, no consolidated financial statements have been prepared.

Income statement

Net revenue

Sale of services is generally recognised on the basis of a measurable degree of completion, using straight-line recognition of services delivered over time in a regular pattern. Where the degree of completion is not measurable or the sales value or the total costs of completion are uncertain, revenue is recognised by the amount that the enterprise as a maximum believes to have a right to claim and is expected to be received for services delivered at the Balance Sheet date. Net revenue is recognised exclusive of VAT and less duties and discounts related to the sale

Cost of sales

Cost of sales comprise costs incurred to achieve the net revenue for the year.

Other external costs

Other external expenses include other production, sales, delivery and administrative costs, including costs of energy, marketing, premises, loss on bad debts, lease expenses, etc

Staff costs

Staff costs comprise wages and salaries, including holiday pay and pensions, and other costs of social security etc., for the company's employees. Repayments from public authorities are deducted from staff costs.

Financial income and expenses

Financial income and expenses include interest income and expenses, financial expenses of finance leases, realised and unrealised gains and losses arising from securities, debt and transactions in foreign currencies, as well as charges and allowances under the tax-on-account scheme, etc. Financial income and expenses are recognised by the amounts that relate to the financial year. Interest income and expenses are calculated on amortised cost prices.

Tax

The tax for the year, which consists of the current tax for the year and changes in deferred tax, is recognised in the Income Statement by the share that may be attributed to the profit for the year, and is recognised directly in equity by the share that may be attributed to entries directly to equity.

The company is jointly taxed with the parent company. The tax effect of the joint taxation with the parent company is allocated to both profit and loss-making Danish companies in proportion to their taxable income, resulting in a full reimbursement of tax losses.

Balance sheet

Intangible fixed assets

Patents and licences are measured at the lower cost less accumulated amortisation and the recoverable amount. Patents are amortized over the remaining patent period and licences are amortised over the period of the agreement, however no more than 8 years.

Profit or loss from sale of intangible fixed assets is calculated at the difference between the sales price and the carrying amount at the time of the sale. Profit and loss are recognised in the Income Statement under other operating income or other operating expenses.

Financial non-current assets

Equity investments in subsidiaries are measured at cost. If the cost exceeds the net realisable value, this is written down to the lower value.

The combination method is applied when acquiring enterprises within the Group, where the combination is regarded as completed at the date of acquisition, and by using the carrying amounts of the assets and liabilities acquired.

Other receivables are measured at amortised cost which usually corresponds to the nominal amount.

Impairment of fixed assets

The carrying amount of intangible fixed assets together with fixed assets, which are not measured at fair value,, are assessed annually for indications of impairment other than that reflected by amortisation and depreciation. In the event of impairment indications, an impairment test is made for each asset or group of assets, respectively. If the recoverable amount is lower than the carrying amount, the asset is written down to the recoverable amount. The recoverable amount is calculated at the higher of the capital value and the sales value less expected costs of a sale. The capital value is determined as the Company's share in the current value of the net cash flows which the subsidiary is expected to generate through its activities and from sale of assets after the end of their useful lives. A discount rate is used which reflects the risk-free market rate and the owners' minimum return on interest requirements for similar assets. The growth rate in the terminal period is determined in accordance with the standards within the industry.

Receivables

Receivables are measured at amortised cost which usually corresponds to nominal value. The value is written down to meet expected losses.

Accruals, assets

Accruals recognised as assets include costs incurred relating to the subsequent financial year.

Tax payable and deferred tax

Current tax liabilities and receivable current tax are recognised in the Balance Sheet as the calculated tax on the taxable income for the year, adjusted for tax on the taxable income for previous years and taxes paid on account.

The Company is subject to joint taxation with Danish Group companies. The current corporation tax is distributed among the joint taxable companies in proportion to their taxable income and with full allocation and refund related to tax losses. The joint taxable companies are included in the tax-on account scheme. Joint taxation contributions receivable and payable are recognised in the Balance Sheet under current assets and liabilities, respectively.

Deferred tax is measured on the temporary differences between the carrying amount and the tax value of assets and liabilities.

Deferred tax assets, including the tax value of tax loss carryforwards, are measured at the amount at which the asset is expected to be used within a reasonable number of years, either by setoff against tax on future earnings or by setoff against deferred tax liabilities within the same legal tax entity. Deferred tax is measured on the basis of the tax rules and tax rates that under the legislation in force on the Balance Sheet date will be applicable when the deferred tax is expected to crystallise as current tax. Any changes in the deferred tax resulting from changes in tax rates, are recognised in the income statement, except from items recognised directly in equity.

Liabilities

Financial liabilities are recognised at the time of borrowing by the amount of proceeds received less transaction costs. In subsequent periods, the financial liabilities are measured at amortised cost equal to the capitalised value when using the effective interest, the difference between the proceeds and the nominal value being recognised in the Income Statement over the loan period.

The amortised cost of current liabilities corresponds usually to the nominal value.

Accruals, liabilities

Accruals recognised as liabilities include payments received regarding income in subsequent years.

Douglas Alan Costello

Navnet returneret af dansk MitID var:

Douglas Alan Costello

Direktør

ID: cf562be6-fa2a-4da1-a517-0be61752e5e4

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Underskrevet med MitID



Michael Voss-Jensen

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NAVNE & ADRESSEBESKYTTET

Bestyrelsesformand

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Søren Morbitzer Christoffersen

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Søren Morbitzer Christoffersen

Bestyrelsesmedlem

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Underskrevet med MitID



Mats Lind

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MATS LIND

Bestyrelsesmedlem

Tidspunkt for underskrift: 30-06-2023 kl.: 11:09:44

Underskrevet med BankID (SE)



Kaspar Kristoffersen

Navnet returneret af dansk NemID var:

Kaspar Ian Kristoffersen

Revisor

ID: 38987277

Tidspunkt for underskrift: 30-06-2023 kl.: 12:49:58

Underskrevet med NemID

NEM ID

Douglas Alan Costello

Navnet returneret af dansk MitID var:

Douglas Alan Costello

Dirigent

ID: cf562be6-fa2a-4da1-a517-0be61752e5e4

Tidspunkt for underskrift: 30-06-2023 kl.: 12:51:08

Underskrevet med MitID

