

# Gianluca Mauro Holding ApS

c/o Gianluca Mauro, Højbro Plads 4A, 2 4,, 1200 København K

Company reg. no. 42 03 25 06

## Annual report

**1 January - 31 December 2023**

The annual report was submitted and approved by the general meeting on the 28 June 2024.

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**Gianluca Mauro**  
Chairman of the meeting

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 %.

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## **Management's statement**

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Today, the Managing Director has approved the annual report of Gianluca Mauro Holding ApS for the financial year 1 January - 31 December 2023.

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

I consider the chosen accounting policy to be appropriate, and in my opinion, the financial statements give a true and fair view of the financial position of the Company at 31 December 2023 and of the results of the Company's operations for the financial year 1 January – 31 December 2023.

The Managing Director consider the conditions for audit exemption of the 2023 financial statements to be met.

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

We recommend that the annual report be approved at the Annual General Meeting.

København K, 28 June 2024

**Managing Director**

Gianluca Mauro

## Practitioner's compilation report

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### To the Shareholder of Gianluca Mauro Holding ApS

We have compiled the financial statements of Gianluca Mauro Holding ApS for the financial year 1 January - 31 December 2023 based on the company's bookkeeping and on information you have provided.

These financial statements comprise income statement, balance sheet, statement of changes in equity, notes and a summary of significant accounting policies.

We performed this compilation engagement in accordance with International Standard on Related Services 4410 (Revised), Compilation Engagements.

We have applied our expertise in accounting and financial reporting to assist Management in the preparation and presentation of these financial statements in accordance with the Danish Financial Statements Act. We have complied with relevant requirements under the Danish Act on Approved Auditors and Audit Firms and International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (IESBA Code) including principles of integrity, objectivity, professional competence and due care.

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

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

Copenhagen, 28 June 2024

### **Redmark**

Godkendt Revisionspartnerselskab  
Company reg. no. 29 44 27 89

### **Darnell Vagnild**

State Authorised Public Accountant  
mne32116

## Company information

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### The company

Gianluca Mauro Holding ApS  
c/o Gianluca Mauro, Højbro Plads 4A, 2 4,  
1200 København K

Company reg. no. 42 03 25 06  
Established: 11 January 2021  
Financial year: 1 January - 31 December

### Managing Director

Gianluca Mauro

### Auditors

Redmark  
Godkendt Revisionspartnerselskab  
Dirch Passers Allé 76  
2000 Frederiksberg

### Subsidiaries

AI Academy ApS, København  
Phigi Technologies ApS, København

## Management's review

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### **Description of key activities of the company**

Like previous years, the activities are investment in subsidiary companies and other investments that the management see fit.

### **Development in activities and financial matters**

The gross loss for the year totals DKK -9.714 against DKK -9.273 last year. Income or loss from ordinary activities after tax totals DKK 677.620 against DKK -1.484 last year. Management considers the net profit or loss for the year satisfactory.

### **Events occurring after the end of the financial year**

No material events have occurred after 31 December 2023.

## Income statement 1 January - 31 December

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All amounts in DKK.

<u>Note</u>	<u>2023</u>	<u>2022</u>
<b>Gross profit</b>	<b>-9.714</b>	<b>-9.273</b>
Income from investments in group enterprises	685.812	6.072
Other financial expenses	-744	-351
<b>Pre-tax net profit or loss</b>	<b>675.354</b>	<b>-3.552</b>
Tax on net profit or loss for the year	2.266	2.068
<b>Net profit or loss for the year</b>	<b>677.620</b>	<b>-1.484</b>
 <b>Proposed distribution of net profit:</b>		
Reserves for net revaluation according to the equity method	485.812	6.072
Dividend for the financial year	61.000	0
Transferred to retained earnings	130.808	0
Allocated from retained earnings	0	-7.556
<b>Total allocations and transfers</b>	<b>677.620</b>	<b>-1.484</b>

## Balance sheet at 31 December

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All amounts in DKK.

<b>Assets</b>		<u>2023</u>	<u>2022</u>
<u>Note</u>			
<b>Non-current assets</b>			
1	Investments in group enterprises	586.456	80.644
	Total investments	<u>586.456</u>	<u>80.644</u>
	<b>Total non-current assets</b>	<b><u>586.456</u></b>	<b><u>80.644</u></b>
<b>Current assets</b>			
	Receivables from group enterprises	156.706	0
	Income tax receivables	<u>4.266</u>	<u>2.068</u>
	Total receivables	<u>160.972</u>	<u>2.068</u>
	Cash and cash equivalents	<u>4.057</u>	<u>2.817</u>
	<b>Total current assets</b>	<b><u>165.029</u></b>	<b><u>4.885</u></b>
	<b>Total assets</b>	<b><u>751.485</u></b>	<b><u>85.529</u></b>



## Balance sheet at 31 December

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All amounts in DKK.

<b>Equity and liabilities</b>		
<u>Note</u>	<u>2023</u>	<u>2022</u>
<b>Equity</b>		
Contributed capital	40.000	40.000
Reserve for net revaluation according to the equity method	526.456	40.644
Retained earnings	113.429	-17.379
Proposed dividend for the financial year	61.000	0
<b>Total equity</b>	<b><u>740.885</u></b>	<b><u>63.265</u></b>
<b>Liabilities other than provisions</b>		
Trade payables	7.500	7.500
Other payables	3.100	14.764
Total short term liabilities other than provisions	<u>10.600</u>	<u>22.264</u>
<b>Total liabilities other than provisions</b>	<b><u>10.600</u></b>	<b><u>22.264</u></b>
<b>Total equity and liabilities</b>	<b><u>751.485</u></b>	<b><u>85.529</u></b>

## 2 Contingencies

## Statement of changes in equity

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All amounts in DKK.

	Contributed capital	Reserve for net revalua-tion according to the eq-uity method	Retained earnings	Proposed dividend for the financial year	Total
Equity 1 January					
2023	40.000	40.644	-17.379	0	63.265
Share of profit or loss	0	485.812	130.808	61.000	677.620
	<b>40.000</b>	<b>526.456</b>	<b>113.429</b>	<b>61.000</b>	<b>740.885</b>

## Notes

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All amounts in DKK.

	<u>2023</u>	<u>2022</u>
<b>1. Investments in group enterprises</b>		
Cost 1 January 2023	40.000	40.000
Additions during the year	<u>20.000</u>	<u>0</u>
<b>Cost 31 December 2023</b>	<b><u>60.000</u></b>	<b><u>40.000</u></b>
Revaluations, opening balance 1 January 2023	40.644	34.572
Net profit or loss for the year before amortisation of goodwill	685.812	6.072
Dividend	<u>-200.000</u>	<u>0</u>
<b>Revaluations 31 December 2023</b>	<b><u>526.456</u></b>	<b><u>40.644</u></b>
<b>Carrying amount, 31 December 2023</b>	<b><u>586.456</u></b>	<b><u>80.644</u></b>
<b>Group enterprises:</b>		
	<b>Domicile</b>	<b>Equity interest</b>
AI Academy ApS	København	100 %
Phigi Technologies ApS	København	50 %

## 2. Contingencies

### Joint taxation

The company acts as administration company for the group of companies subject to the Danish scheme of joint taxation and is unlimitedly, jointly, and severally liable, along with the other jointly taxed companies, to pay the total corporation tax.

The company is unlimitedly, jointly, and severally liable, along with the other jointly taxed companies, for any obligations to withhold tax on interest, royalties, and dividends.

The liability relating to obligations in connection with withholding tax on dividends, interest, and royalties represents an estimated maximum of DKK 195.074.

Any subsequent adjustments of corporate taxes or withholding taxes, etc., may result in changes in the company's liabilities.

## Accounting policies

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The annual report for Gianluca Mauro Holding 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 accounting policies are unchanged from last year, and the annual report is presented in DKK.

### **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, write-downs 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.

Certain financial assets and liabilities are measured at amortised cost, allowing a constant effective interest rate to be recognised during the useful life of the asset or liability. Amortised cost is recognised as the original cost less any payments, plus/less accrued amortisations of the difference between cost and nominal amount. In this way, capital losses and gains are allocated over the useful life of the liability.

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 loss**

Gross loss comprises of external costs.

Other external expenses comprise expenses incurred for administration.

### **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.

## Accounting policies

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### Results from investments in group enterprises

After full elimination of intercompany profit or loss less amortised consolidated goodwill, the investment in the individual entities are recognised in the income statement as a proportional share of the entities' post-tax profit or loss.

### 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.

The company is subject to Danish rules on compulsory joint taxation of Danish group enterprises. The company acts as an administration company in relation to the joint taxation. This means that the total Danish tax payable by the Danish consolidated companies is paid to the tax authorities by the company.

The current Danish income tax is allocated among the jointly taxed companies proportional to their respective taxable income (full allocation with reimbursement of tax losses).

## Statement of financial position

### Investments

#### Investments in group enterprises

Investments in group enterprises are recognised and measured by applying the equity method. The equity method is used as a method of consolidation.

Investments in group enterprises are recognised in the statement of financial position at the proportionate share of the enterprise's equity value. This value is calculated in accordance with the parent's accounting policies with deductions or additions of unrealised intercompany gains and losses as well as with additions or deductions of the remaining value of positive or negative goodwill calculated in accordance with the acquisition method. Negative goodwill is recognised in the income statement at the time of acquisition of the equity investment. If the negative goodwill relates to contingent liabilities acquired, negative goodwill is not recognised until the contingent liabilities have been settled or lapsed.

Consolidated goodwill is amortised over its estimated useful life, which is determined on the basis of the management's experience with the individual business areas. Consolidated goodwill is amortised on a straight-line basis over the amortisation period, which represent 5-20 years. The depreciation period is determined on the basis of an assessment that these are strategically acquired enterprises with a strong market position and a long-term earnings profile.

In relation to material assets and liabilities recognised in group enterprises but are not represented in the parent, the following accounting policies have been applied.

## Accounting policies

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Investments in group enterprises with a negative equity value are measured at DKK 0, and any accounts receivable from these enterprises are written down to the extent that the account receivable is uncollectible. To the extent that the parent has a legal or constructive obligation to cover a negative balance that exceeds the account receivable, the remaining amount is recognised under provisions.

To the extent the equity exceeds the cost, the net revaluation of equity investments in group enterprises transferred to the reserve under equity for net revaluation according to the equity method. Dividends from group enterprises expected to be adopted before the approval of this annual report are not subject to a limitation of the revaluation reserve. The reserve is adjusted by other equity movements in group enterprises.

Newly acquired or newly established companies are recognised in the financial statement as of the time of acquisition. Sold or liquidated companies are recognised until the date of disposal.

On the acquisition of enterprises, the acquisition method, the uniting-of-interests method or the book value method is applied, cf. the above description under Business combinations.

### Receivables

Receivables are measured at amortised cost, which usually corresponds to nominal value.

### Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand.

### Equity

#### Reserve for net revaluation according to the equity method

The reserve for net revaluation according to the equity method comprises net revaluation of equity investments in subsidiaries, associates and equity interests proportional to cost.

The reserve may be eliminated in the event of losses, realisation of equity investments, or changes in the accounting estimates.

The reserve cannot be recognised by a negative amount.

### Dividend

Dividend expected to be distributed for the year is recognised as a separate item under equity.

### Income tax and deferred tax

As administration company, Gianluca Mauro Holding ApS is liable to the tax authorities for the subsidiaries' corporate income taxes.

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.

## Accounting policies

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The company is jointly taxed with consolidated Danish companies. The current corporate income tax is distributed between the jointly taxed companies in proportion to their taxable income and with full distribution with reimbursement as to tax losses. The jointly taxed companies are comprised by the Danish tax prepayment scheme.

Joint taxation contributions payable and receivable are recognised in the statement of financial position as "Tax receivables from group enterprises" or "Income tax payable to group enterprises"

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.

Adjustments take place in relation to deferred tax concerning elimination of unrealised intercompany gains and losses.

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.