

Astralis Nexus ApS



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Astralis Nexus ApS
Otto Busses Vej 7,2
2450 København SV
CVR no. 42070106

Annual report 2022
The annual General Meeting adopted the
annual report on 15.06.2023

Nikolaj Nyholm
Chairman of the General Meeting

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Company details

Company

Astralis Nexus ApS
Otto Busses Vej 7, 2.
2450 Copenhagen SV

CVR no: 42070106

Registered office: Copenhagen
Financial year: 01.01.2022 – 31.12.2022

Board of Directors

Nikolaj Nyholm, Chairman
Anders Hørsholt
Jakob Hansen

Executive Board

Anders Hørsholt, CEO
Jakob Hansen, CFO

Auditors

BDO Statsautoriseret Revisionsaktieselskab
Havneholmen 29
1561 København V

Statement by Management

The Board of Directors and the Executive Board have today considered and approved the annual report of Astralis Nexus ApS for the financial year 01.01.2022 – 31.12.2022.

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 financial position at 31.12.2022 and of the results of its operations for the financial year 01.01.2022 – 31.12.2022.

In our opinion, the management commentary contains a fair review of the affairs and conditions referred to therein.

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

Copenhagen, 15 June 2023

Executive Board

Anders Hørsholt
CEO

Jakob Hansen
CFO

Board of Directors

Nikolaj Nyholm
Chairman

Anders Hørsholt

Jakob Hansen

Independent auditor's report

To the Shareholder of Astralis Nexus ApS

Opinion

We have audited the Financial Statements of Astralis Nexus ApS for the financial year 1 January - 31 December 2022, which comprise income statement, balance sheet, notes and a summary of significant accounting policies. The Financial Statements are prepared under 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 2022, and of the results of the Company 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 (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 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 audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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 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 conducted in accordance with ISAs and the additional requirements applicable in Denmark, we exercise professional judgment and maintain professional skepticism 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 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 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 Management 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 during the audit, or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether Management Commentary provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, we conclude that Management Commentary is in accordance with the 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.

Copenhagen, 15 June 2023

BDO Statsautoriseret revisionsaktieselskab
CVR no. 20 22 26 70

Kim Takata Mücke
State-Authorised Public Accountant
Identification No (MNE) mne10944

Troels Stenholm
State-Authorised Public Accountant
Identification No (MNE) mne47806

Management commentary

Primary activities

The Company was established 29 January 2021. The primary activity is to operate a gaming and entertainment facility in the citycentre of Copenhagen close to Tivoli. It is a 1,200 square-meter, two-story facility and includes a large Merchandise Store, 130 pro gaming stations, four VIP gaming rooms, three fully equipped streaming studios for content creators, an auditorium, a show room, and the possibility for the Commercial Partners in the Astralis Group to display and sell their products.

Development in activities and finances

Gross profit for the year is a loss of DKK 1,872k compared to a loss of DKK 2,180k in 2021. Loss for the year is DKK 7,000k compared to a loss in 2021 of DKK 4,859k. The result is according to expectations.

As of 31 December 2022, the Company has negative equity. The negative equity is to a large extent funded by debt to group enterprises, which will only be repaid if sufficient funds are available. In addition, as stated in Note 1, the ultimate parent Astralis A/S has issued a support letter valid until 31 December 2023 which secures the operations and financing throughout 2023.

As a result, Management has assessed and concluded that the Company is a going concern.

Events after the balance sheet date

No events have occurred after the balance sheet date that might effect the assessment of the financial statements for 2022.

Income statement for 2022

	<u>Notes</u>	<u>DKK'000</u>	
		<u>2022</u>	<u>2021</u>
Revenue		6,814	1,683
Other operating income		615	180
Other external expenses		<u>(9,301)</u>	<u>(4,043)</u>
Gross profit/loss		<u>(1,872)</u>	<u>(2,180)</u>
Staff costs	3	(4,133)	(2,328)
Depreciation, amortisation and impairment losses		<u>(1,272)</u>	<u>(518)</u>
Operating profit/loss		<u>(7,277)</u>	<u>(5,026)</u>
Financial income		3	0
Financial expenses	4	<u>(348)</u>	<u>(50)</u>
Profit/loss before tax		<u>(7,622)</u>	<u>(5,076)</u>
Tax on profit/loss for the year	5	<u>622</u>	<u>217</u>
Profit/loss for the year		<u>(7,000)</u>	<u>(4,859)</u>
Proposed distribution of profit/loss		<u>(7,000)</u>	<u>(4,859)</u>
Retained earnings		<u>(7,000)</u>	<u>(4,859)</u>

Balance sheet at 31 December 2022

	<u>Notes</u>	<u>DKK'000</u>	
		2022	2021
Leasehold improvements		5,428	5,012
Equipment		<u>1,195</u>	<u>1,508</u>
Property, plant and equipment	6	<u>6,623</u>	<u>6,520</u>
Deposits		<u>1,750</u>	<u>1,750</u>
Financial assets		<u>1,750</u>	<u>1,750</u>
Fixed assets		<u>8,373</u>	<u>8,270</u>
Inventory		256	218
Trade receivables		1,598	117
Receivables from group enterprises		27	0
Joint taxation contribution receivables		622	217
Other receivables		234	1,074
Prepayments		<u>64</u>	<u>166</u>
Receivables		<u>2,801</u>	<u>1,792</u>
Cash		<u>463</u>	<u>1,096</u>
Current assets		<u>3,264</u>	<u>2,888</u>
Assets		<u>11,637</u>	<u>11,158</u>

Balance sheet at 31 December 2022

	<u>Notes</u>	<u>DKK'000</u>
	2022	2021
Contributed capital	40	40
Retained earnings	<u>(11,859)</u>	<u>(4,859)</u>
Equity	<u>(11,819)</u>	<u>(4,819)</u>
Trade payables	168	1,834
Payables to group enterprises	21,600	13,809
Other payables	442	334
Deferred income	<u>1,246</u>	<u>0</u>
Current liabilities	<u>23,456</u>	<u>15,977</u>
Liabilities	<u>23,456</u>	<u>15,977</u>
Equity and liabilities	<u>11,637</u>	<u>11,158</u>
Going concern	1	
Special items	2	
Contingent assets	7	
Contingent liabilities	8	

Statement of changes in equity for 2022

	Contributed capital <u>DKK'000</u>	Retained earnings <u>DKK'000</u>	Equity <u>DKK'000</u>
Equity beginning of year	40	(4,859)	(4,819)
Profit/loss for the year	<u>0</u>	<u>(7,000)</u>	<u>(7,000)</u>
Equity end of year	<u>40</u>	<u>(11,859)</u>	<u>(11,819)</u>

Notes

1. Going concern

At 31 December 2022, the Company has negative equity, which is funded by debt to the ultimate parent Astralis A/S, which will only be repaid if sufficient funds are available.

In addition Astralis A/S has issued a support letter valid until 31 December 2023 which secures the operations and financing throughout 2023. As a result, Management has assessed concluded that the Company is a going concern.

2. Other operating income

Other operating income is income that is special because of their size and nature. Other operating income can be specified as follows::

	<u>DKK'000</u>	
	2022	2021
Public subsidies	<u>615</u>	<u>180</u>
	615	180

Public subsidies include subsidies from the COVID-19 support scheme for fixed costs and wage compensation.

	<u>DKK'000</u>	
	2022	2021
Wages and salaries	3,936	2,159
Pension costs	107	47
Other staff costs	<u>90</u>	<u>42</u>
	4,133	2,248
Average number of employees	<u>11</u>	<u>18</u>

	<u>DKK'000</u>	
4. Financial expenses		
	2022	2021
Financial expenses to group enterprises	342	43
Other interest expenses	<u>6</u>	<u>7</u>
	348	50

	<u>DKK'000</u>	
5. Tax on profit/loss for the year		
	2022	2021
Joint taxation contribution for the year	<u>622</u>	<u>217</u>
	622	217

	<u>DKK'000</u>	
6. Property, plant and equipment		
	Leasehold	
	improvements	Equipment
Cost beginning of year	5,401	1,637
Additions	<u>1,144</u>	<u>231</u>
Cost end of year	6,545	1,868
Amortisation beginning of year	(389)	(129)
Amortisation for the year	<u>(728)</u>	<u>(544)</u>
Amortisation end of year	(1,117)	(673)
Carrying amount	<u>5,428</u>	<u>1,195</u>

Considering the Company's earnings history for its first years of operation, leasehold improvements and equipment has been assessed for potential impairment. Management expects the Company to become profitable in the foreseeable future, and Management has concluded that value in use exceeds the carrying value at 31 December 2022.

7. Contingent assets

The Company has a non-recognized tax asset of T.DKK 2,223 relating primarily to tax loss carryforwards, which can be used by the Company or other group related entities. Capitalisation awaits that the Company and/or other group related entities become profitable on a sustainable basis.

8. Contingent liabilities

The Company has entered into operating lease commitments amounting to T.DKK 17,575 at 31 December 2022.

The Company participates in Danish joint taxation arrangement where Astralis A/S serves as the administration entity. According to the joint taxation provisions of the Danish Corporation Tax Act, the Company is therefore secondarily liable for income taxes etc. for the jointly taxed entities, which is limited to the interest by which the Company participates in the Group, as well as secondarily liable for obligations, if any, relating to the withholding of tax on interest, royalties and dividend for the jointly entities.

Accounting policies

Reporting class

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

Income statement

Revenue

Revenue from digital item sales is recognised when the items are acquired from the customers online.

Revenue from sponsorships is recognised in the income statement over the duration of the contracts. Some sponsorships are arranged as value-in-kind sponsorships where the sponsors provide goods or services (value in kind) instead of cash as part of the sponsorship agreement. Value-in-kind arrangements are accounted for at the agreed fair value and is recognized as revenue over the the sponsorship period and as expenses when goods or services are consumed.

Revenue from sale of merchandise and gaming time is recognised at the time of purchase.

Revenue is recognised net of VAT and is measured at fair value of the consideration.

Other operating income

Other operating income is income that is special because of their size and nature.

Other external expenses

Other external expenses include expenses relating to the Company's ordinary activities, including corporate expenses, IT-costs, rental costs etc.

Staff costs

Staff costs comprise salaries and wages as well as social security contributions, pension contributions, etc. for the Company's staff.

Depreciation, amortization and impairment losses.

Depreciation, amortization and impairment losses relating to intangible assets comprise amortization losses for the financial year.

Financial income

Financial income comprises interest income and exchange gains and other financial income.

Financial expenses

Other financial expenses comprises interest expenses, including interest expenses on payables to group enterprises and exchange losses.

Tax on profit/loss for the year

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

The Company is part of the joint taxation arrangement with Astralis A/S as administration company. The current income tax is allocated among the jointly taxed companies proportionally to their taxable income (full allocation with a refund concerning tax losses).

Balance sheet

Property, plant and equipment

Property, plant and equipment is measured at cost less accumulated depreciation and impairment losses.

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

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

Leasehold improvements	8 years
Equipment	3 years

Estimated useful lives and residual values are reassessed annually.

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

Receivables

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

Prepayments

Prepayments comprise incurred costs relating to subsequent financial years. Prepayments are measured at cost.

Cash

Cash comprises bank deposits.

Other financial liabilities

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

Joint taxation contributions payable or receivable

Current joint taxation contributions payable are recognised in the balance sheet, calculated as tax computed on the taxable income of the year, which has been adjusted for prepaid tax.

Deferred income

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