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# ***Shape ApS***

Njalsgade 17A, 2., DK-2300 Copenhagen S

## **Annual Report for 1 January - 31 December 2022**

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CVR No 42 39 60 28

The Annual Report was  
presented and adopted at  
the Annual General  
Meeting of the Company on  
27/3 2023

Christian Johan Claudi  
Risom  
Chairman of the General  
Meeting



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# Management's Statement

The Executive Board and Board of Directors have today considered and adopted the Annual Report of Shape ApS for the financial year 1 January - 31 December 2022.

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 at 31 December 2022 of the Company and of the results of the Company operations for 2022.

In our opinion, Management's Review includes a true and fair account of the matters addressed in the Review.

We recommend that the Annual Report be adopted at the Annual General Meeting.

Copenhagen, 27 March 2023

## Executive Board

Kristian Duvald Friis  
CEO

Søren Dalsgaard Ulrikkeholm  
Executive Officer

Allan Aurelius Hansen  
Executive Officer

## Board of Directors

Christian Johan Claudi Risom  
Chairman

Philip Martin Thygesen Bruce

Nicolas Linde

Ole Gammelgaard Poulsen

# Independent Auditor's Report

To the Shareholder of Shape ApS

## Opinion

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's operations for the financial year 1 January - 31 December 2022 in accordance with the Danish Financial Statements Act.

We have audited the Financial Statements of Shape ApS for the financial year 1 January - 31 December 2022, which comprise income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies ("the Financial Statements").

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

## Statement on Management's Review

Management is responsible for Management's Review.

Our opinion on the Financial Statements does not cover 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 Management's Review and, in doing so, consider whether 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 Management's Review provides the information required under the Danish Financials Statements Act.

Based on the work we have performed, in our view, Management's Review 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 in Management's Review.

# Independent Auditor's Report

## 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 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 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.

Hellerup, 27 March 2023

**PricewaterhouseCoopers**

Statsautoriseret Revisionspartnerselskab

*CVR No 33 77 12 31*

Thomas Baunkjær Andersen

statsautoriseret revisor

mne35483

## Company Information

### **The Company**

Shape ApS  
Njalsgade 17A, 2.  
DK-2300 Copenhagen S

CVR No: 42 39 60 28  
Financial period: 1 January - 31 December  
Incorporated: 10 May 2021  
Financial year: 2nd financial year  
Municipality of reg. office: Copenhagen

### **Board of Directors**

Christian Johan Claudi Risom, Chairman  
Philip Martin Thygesen Bruce  
Nicolas Linde  
Ole Gammelgaard Poulsen

### **Executive Board**

Kristian Duvald Friis  
Søren Dalsgaard Ulrikkeholm  
Allan Aurelius Hansen

### **Auditors**

PricewaterhouseCoopers  
Statsautoriseret Revisionspartnerselskab  
Strandvejen 44  
DK-2900 Hellerup

# Management's Review

## Key activities

The company's activities have consisted of business within development and sale of applications for mobile devices, both on a consultant basis and through direct sales, as well as activities related to this.

## Development in the year

The income statement of the Company for 2022 shows a profit of DKK 25,479,201, and at 31 December 2022 the balance sheet of the Company shows equity of DKK 32,525,384.

## Subsequent events

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



## Income Statement 1 January - 31 December

	Note	2022 DKK	2021 DKK
<b>Gross profit/loss</b>		<b>60,711,429</b>	<b>44,163,832</b>
Staff expenses	1	-43,679,193	-36,491,635
Depreciation, amortisation and impairment of intangible assets and property, plant and equipment		-331,670	-399,904
<b>Profit/loss before financial income and expenses</b>		<b>16,700,566</b>	<b>7,272,293</b>
Income from investments in subsidiaries		39,297	-99,165
Financial income	2	146,165	243,945
Financial expenses		-199,623	-59,980
<b>Profit/loss before tax</b>		<b>16,686,405</b>	<b>7,357,093</b>
Tax on profit/loss for the year	3	8,792,796	-1,735,756
<b>Net profit/loss for the year</b>		<b>25,479,201</b>	<b>5,621,337</b>

## Distribution of profit

### Proposed distribution of profit

Proposed dividend for the year	17,000,000	8,000,000
Reserve for net revaluation under the equity method	39,297	0
Retained earnings	8,439,904	-2,378,663
	<b>25,479,201</b>	<b>5,621,337</b>

# Balance Sheet 31 December

## Assets

	Note	2022 DKK	2021 DKK
Other fixtures and fittings, tools and equipment		170,218	392,054
Leasehold improvements		385,851	108,913
<b>Property, plant and equipment</b>	4	<b>556,069</b>	<b>500,967</b>
Investments in subsidiaries	5	1,417,930	1,309,297
Deposits	6	823,239	522,527
<b>Fixed asset investments</b>		<b>2,241,169</b>	<b>1,831,824</b>
<b>Fixed assets</b>		<b>2,797,238</b>	<b>2,332,791</b>
Trade receivables		15,308,375	6,676,504
Receivables from group enterprises		3,287,628	7,955,986
Other receivables		35,750	36,053
Deferred tax asset	7	8,975,088	50,833
Corporation tax receivable from group enterprises		1,782,597	0
<b>Receivables</b>		<b>29,389,438</b>	<b>14,719,376</b>
<b>Cash at bank and in hand</b>		<b>9,839,327</b>	<b>6,216,275</b>
<b>Currents assets</b>		<b>39,228,765</b>	<b>20,935,651</b>
<b>Assets</b>		<b>42,026,003</b>	<b>23,268,442</b>

# Balance Sheet 31 December

## Liabilities and equity

	Note	2022 DKK	2021 DKK
Share capital		40,000	40,000
Reserve for net revaluation under the equity method		68,981	0
Reserve for exchange rate adjustments		0	59,513
Retained earnings		15,416,403	6,877,334
Proposed dividend for the year		17,000,000	8,000,000
<b>Equity</b>		<b>32,525,384</b>	<b>14,976,847</b>
Other payables		2,841,029	2,751,639
<b>Long-term debt</b>	8	<b>2,841,029</b>	<b>2,751,639</b>
Prepayments received from customers		450,451	1,173,771
Trade payables		752,011	365,473
Payables to group enterprises relating to corporation tax		1,914,056	1,767,521
Other payables	8	3,543,072	2,233,191
<b>Short-term debt</b>		<b>6,659,590</b>	<b>5,539,956</b>
<b>Debt</b>		<b>9,500,619</b>	<b>8,291,595</b>
<b>Liabilities and equity</b>		<b>42,026,003</b>	<b>23,268,442</b>
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## Statement of Changes in Equity

	Share capital	Reserve for net revalua- tion under the equity method	Reserve for exchange rate adjustments	Retained earnings	Proposed dividend for the year	Total
	DKK	DKK	DKK	DKK	DKK	DKK
Equity at 1 January	40,000	0	59,513	6,877,334	8,000,000	14,976,847
Ordinary dividend paid	0	0	0	0	-8,000,000	-8,000,000
Exchange adjustments relating to foreign entities	0	69,336	0	0	0	69,336
Other equity movements	0	-99,165	0	99,165	0	0
Transfers, reserves	0	59,513	-59,513	0	0	0
Net profit/loss for the year	0	39,297	0	8,439,904	17,000,000	25,479,201
<b>Equity at 31 December</b>	<b>40,000</b>	<b>68,981</b>	<b>0</b>	<b>15,416,403</b>	<b>17,000,000</b>	<b>32,525,384</b>

## Notes to the Financial Statements

	2022	2021
	DKK	DKK
<b>1 Staff expenses</b>		
Wages and salaries	43,072,084	35,975,809
Other social security expenses	433,102	385,428
Other staff expenses	174,007	130,398
	<b>43,679,193</b>	<b>36,491,635</b>
<b>Average number of employees</b>	<b>73</b>	<b>63</b>
<b>2 Financial income</b>		
Interest received from group enterprises	146,165	243,945
	<b>146,165</b>	<b>243,945</b>
<b>3 Tax on profit/loss for the year</b>		
Current tax for the year	1,914,056	1,767,521
Deferred tax for the year	1,771,326	-31,765
Adjustment of tax concerning previous years	-1,782,597	0
Adjustment of deferred tax concerning previous years	-10,695,581	0
	<b>-8,792,796</b>	<b>1,735,756</b>

The adjustment of current and deferred tax concerning previous years can be attributed to the founding of the company carried out as a demerger from Shape Games A/S. The demerger was accounted for using book-value method. Since the demerger has become taxable, the company got a step up on its tax values, which has been capitalised as a deferred tax asset.

# Notes to the Financial Statements

## 4 Property, plant and equipment

	Other fixtures and fittings, tools and equipment	Leasehold improvements
	DKK	DKK
Cost at 1 January	748,991	151,880
Additions for the year	<u>56,128</u>	<u>330,644</u>
Cost at 31 December	<u>805,119</u>	<u>482,524</u>
Impairment losses and depreciation at 1 January	356,937	42,967
Depreciation for the year	<u>277,964</u>	<u>53,706</u>
Impairment losses and depreciation at 31 December	<u>634,901</u>	<u>96,673</u>
<b>Carrying amount at 31 December</b>	<b><u>170,218</u></b>	<b><u>385,851</u></b>
Depreciated over	<u>3-5 years</u>	<u>3-5 years</u>

## Notes to the Financial Statements

	2022 <u>DKK</u>	2021 <u>DKK</u>
<b>5 Investments in subsidiaries</b>		
Cost at 1 January	1,348,949	0
Additions for the year	<u>0</u>	<u>1,348,949</u>
Cost at 31 December	<u>1,348,949</u>	<u>1,348,949</u>
Value adjustments at 1 January	-39,652	0
Exchange adjustment	69,336	59,513
Net profit/loss for the year	<u>39,297</u>	<u>-99,165</u>
Value adjustments at 31 December	<u>68,981</u>	<u>-39,652</u>
<b>Carrying amount at 31 December</b>	<b><u>1,417,930</u></b>	<b><u>1,309,297</u></b>

Investments in subsidiaries are specified as follows:

Name	Place of registered office	Share capital	Votes and ownership
Shape apps GmbH	Zurich, Schweiz	CHF 20.000	100%

## 6 Other fixed asset investments

	<u>Deposits</u> DKK
Cost at 1 January	522,527
Additions for the year	<u>300,712</u>
Cost at 31 December	<u>823,239</u>
<b>Carrying amount at 31 December</b>	<b><u>823,239</u></b>

## Notes to the Financial Statements

	2022	2021
	DKK	DKK
<b>7 Deferred tax asset</b>		
Intangible assets	-8,912,983	0
Property, plant and equipment	-62,105	-50,833
Transferred to deferred tax asset	8,975,088	50,833
	<u>0</u>	<u>0</u>

Deferred tax has been provided at 22% corresponding to the expected current tax rate.

### Deferred tax asset

Calculated tax asset	8,975,088	50,833
<b>Carrying amount</b>	<u>8,975,088</u>	<u>50,833</u>

The recognised tax asset primarily comprises of timing differences relating to goodwill occurred in connection with the founding of the Company, carried out as a taxable demerger. The Company or the group of jointly taxed enterprises expect to realise the recognised deferred tax asset over a 3-5 year period. On that basis, the asset has been recognised at 31 December 2022.

## 8 Long-term debt

Payments due within 1 year are recognised in short-term debt. Other debt is recognised in long-term debt.

The debt falls due for payment as specified below:

	2022	2021
	DKK	DKK
<b>Other payables</b>		
Between 1 and 5 years	2,841,029	2,751,639
Long-term part	2,841,029	2,751,639
Other short-term payables	3,543,072	2,233,191
	<u>6,384,101</u>	<u>4,984,830</u>



# Notes to the Financial Statements

	2022 DKK	2021 DKK
<b>9 Contingent assets, liabilities and other financial obligations</b>		
<b>Rental and lease obligations</b>		
Lease obligations under operating leases. Total future lease payments:		
Within 1 year	1,074,723	346,824
Between 1 and 5 years	1,127,000	0
	<b>2,201,723</b>	<b>346,824</b>

## Other contingent liabilities

The group companies are jointly and severally liable for tax on the jointly taxed incomes etc of the Group. The total amount of corporation tax payable is disclosed in the Annual Report of Upright Capital ApS, which is the management company of the joint taxation purposes. Moreover, the group companies are jointly and severally liable for Danish withholding taxes by way of dividend tax, tax on royalty payments and tax on unearned income. Any subsequent adjustments of corporation taxes and withholding taxes may increase the Company's liability.

## 10 Related parties

### Transactions

The Company has chosen only to disclose transactions which have not been made on an arm's length basis in accordance with section 98(c)(7) of the Danish Financial Statements Act.

### Consolidated Financial Statements

The company is included in the consolidated financial statement for the parent company.

Name	Place of registered office
Upright Capital ApS	Njalsgade 17A, 2 2300 Copenhagen S Denmark

# Notes to the Financial Statements

## 11 Accounting Policies

The Annual Report of Shape ApS for 2022 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class B as well as selected rules applying to reporting class C.

The accounting policies applied remain unchanged from last year.

The Financial Statements for 2022 are presented in DKK.

### Consolidated financial statements

With reference to section 110 of the Danish Financial Statements Act, no consolidated financial statements are prepared.

### Recognition and measurement

Revenues are recognised in the income statement as earned. Furthermore, value adjustments of financial assets and liabilities measured at fair value or amortised cost are recognised. Moreover, all expenses incurred to achieve the earnings for the year are recognised in the income statement, including depreciation, amortisation, impairment losses and provisions as well as reversals due to changed accounting estimates of amounts that have previously been recognised in the income statement.

Assets are recognised in the balance sheet when it is probable that future economic benefits attributable to the asset will flow to the Company, 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 out of the Company, and the value of the liability can be measured reliably.

Assets and liabilities are initially measured at cost. Subsequently, assets and liabilities are measured as described for each item below.

### Leases

All leases are considered operating leases. Payments made under operating leases are recognised in the income statement on a straight-line basis over the lease term.

### Translation policies

Transactions in foreign currencies are translated at the exchange rates at the dates of transaction. Exchange differences arising due to differences between the transaction date rates and the rates at the dates of payment are recognised in financial income and expenses in the income statement. Where foreign exchange transactions are considered hedging of future cash flows, the value adjustments are recognised directly in equity.

# Notes to the Financial Statements

## 11 Accounting Policies (continued)

Receivables, payables and other monetary items in foreign currencies that have not been settled at the balance sheet date are translated at the exchange rates at the balance sheet date. Any differences between the exchange rates at the balance sheet date and the rates at the time when the receivable or the debt arose are recognised in financial income and expenses in the income statement.

## Income Statement

### Revenue

Revenue from the sale of goods is recognised when the risks and rewards relating to the goods sold have been transferred to the purchaser, the revenue can be measured reliably and it is probable that the economic benefits relating to the sale will flow to the Company.

Contract work in progress (construction contracts) is recognised at the rate of completion, which means that revenue equals the selling price of the work completed for the year (percentage-of-completion method). This method is applied when total revenues and expenses in respect of the contract and the stage of completion at the balance sheet date can be measured reliably, and it is probable that the economic benefits, including payments, will flow to the Company. The stage of completion is determined on the basis of the ratio between the expenses incurred and the total expected expenses of the contract.

Revenue is measured at the consideration received and is recognised exclusive of VAT and net of discounts relating to sales.

### Expenses for raw materials and consumables

Expenses for raw materials and consumables comprise the raw materials and consumables consumed to achieve revenue for the year.

### Other external expenses

Other external expenses comprise expenses for premises, sales and distribution as well as office expenses, etc.

### Gross profit/loss

With reference to section 32 of the Danish Financial Statements Act, gross profit/loss is calculated as a summary of revenue, expenses for raw materials and consumables and other external expenses.

### Staff expenses

Staff expenses comprise wages and salaries as well as payroll expenses.

# Notes to the Financial Statements

## 11 Accounting Policies (continued)

### **Amortisation, depreciation and impairment losses**

Amortisation, depreciation and impairment losses comprise amortisation, depreciation and impairment of property, plant and equipment.

### **Income from investments in subsidiaries**

The item “Income from investments in subsidiaries” in the income statement includes the proportionate share of the profit for the year.

### **Financial income and expenses**

Financial income and expenses are recognised in the income statement at the amounts relating to the financial year.

### **Tax on profit/loss for the year**

Tax for the year consists of current tax for the year and changes in deferred tax for the year. The tax attributable to the profit for the year is recognised in the income statement, whereas the tax attributable to equity transactions is recognised directly in equity.

The Company is jointly taxed with Upright Capital ApS and other Danish group companies. The tax effect of the joint taxation is allocated to enterprises in proportion to their taxable incomes.

## **Balance Sheet**

### **Property, plant and equipment**

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

Cost comprises the cost of acquisition and expenses directly related to the acquisition up until the time when the asset is ready for use.

# Notes to the Financial Statements

## 11 Accounting Policies (continued)

Depreciation based on cost reduced by any residual value is calculated on a straight-line basis over the expected useful lives of the assets, which are:

Other fixtures and fittings, tools and equipment	3-5	years
Leasehold improvements	3-5	years

The fixed assets' residual values are determined at nil.

Depreciation period and residual value are reassessed annually.

### Impairment of fixed assets

The carrying amounts of property, plant and equipment are reviewed on an annual basis to determine whether there is any indication of impairment other than that expressed by amortisation and depreciation.

If so, the asset is written down to its lower recoverable amount.

### Investments in subsidiaries

Investments in subsidiaries are recognised and measured under the equity method.

The item "Investments in subsidiaries" in the balance sheet include the proportionate ownership share of the net asset value of the enterprises calculated on the basis of the fair values of identifiable net assets at the time of acquisition.

The total net revaluation of investments in subsidiaries is transferred upon distribution of profit to "Reserve for net revaluation under the equity method" under equity. The reserve is reduced by dividend distributed to the Parent Company and adjusted for other equity movements in the subsidiaries.

Subsidiaries with a negative net asset value are recognised at DKK 0. Any legal or constructive obligation of the Parent Company to cover the negative balance of the enterprise is recognised in provisions.

### Other fixed asset investments

Other fixed asset investments consist of deposits.

### Receivables

Receivables are measured in the balance sheet at the lower of amortised cost and net realisable value, which corresponds to nominal value less provisions for bad debts.

# Notes to the Financial Statements

## 11 Accounting Policies (continued)

### Equity

#### *Dividend*

Dividend distribution proposed by Management for the year is disclosed as a separate equity item.

#### **Deferred tax assets and liabilities**

Deferred income tax is measured using the balance sheet liability method in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes on the basis of the intended use of the asset and settlement of the liability, respectively.

Deferred tax assets are measured at the value at which the asset is expected to be realised, either by elimination in tax on future earnings or by set-off 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 will be effective under the legislation at the balance sheet date when the deferred tax is expected to crystallise as current tax. Any changes in deferred tax due to changes to tax rates are recognised in the income statement or in equity if the deferred tax relates to items recognised in equity.

#### **Current tax receivables and liabilities**

Current tax liabilities and receivables are recognised in the balance sheet as the expected taxable income for the year adjusted for tax on taxable incomes for prior years and tax paid on account. Extra payments and repayment under the on-account taxation scheme are recognised in the income statement in financial income and expenses.

#### **Financial debts**

Debts are measured at amortised cost, substantially corresponding to nominal value.