

Market Pay Denmark ApS

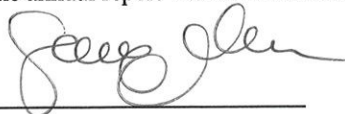
Lottenborgvej 24, 2800 Kongens Lyngby

Company reg. no. 42 40 22 57

Annual report

1 January - 31 December 2022

The annual report was submitted and approved by the general meeting on the 5 July 2023.



Sanna Maja Merrild Olsen
Chairman of the meeting

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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 %.

Management's statement

Today, the Executive Board has approved the annual report of Market Pay Denmark ApS for the financial year 1 January - 31 December 2022.

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

We consider the chosen accounting policy to be appropriate, and 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.

Further, in our 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.

Kongens Lyngby, 5 July 2023

Executive board

Jacob Halvoring Kofoed Sørensen

Frédéric Jean Pierre Mazurier

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Independent auditor's report

To the Shareholder of Market Pay Denmark ApS

Opinion

We have audited the financial statements of Market Pay Denmark ApS 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, for the Company. 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'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 (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.

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.

Independent auditor's report

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'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.

Independent auditor's report

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 Financial Statements Act.

Based on the work we have performed, we conclude that 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 Management's Review.

Copenhagen, 5 July 2023

KPMG P/S

Company reg. no. 25 57 81 98


Kim Schmidt
State Authorised Public Accountant
mne34552

Company information

The company

Market Pay Denmark ApS
Lottenborgvej 24
2800 Kongens Lyngby

Company reg. no. 42 40 22 57
Financial year: 1 January 2022 - 31 December 2022
2nd financial year

Executive board

Jacob Halvoring Kofoed Sørensen
Frédéric Jean Pierre Mazurier

Auditors

KPMG P/S
Dampfærgevej 28
2100 København Ø

Management's review

Description of key activities of the company

Market Pay Denmark's business activities is to deliver enterprise payment solutions to some of the world's most famous brands in retail, travel & transportation, financial services and B2B services. None of the services delivered to our Clients involve transfer or processing of cash.

Unusual matters

Market Pay Denmark's financial position at 31 December 2022 and the results of its operations for the financial year that ended on 31 December 2022 were negatively affected by the resurgence of the Covid-19 epidemic during the fall and winter of 2021, which resulted in significantly reduced payment transaction volumes and therefore lower than expected subscription revenues.

The negative effects continued until the end of February 2022, at which time Covid-19 restrictions were relaxed in most of the Market Pay Denmark's core markets.

Development in activities and financial matters

The company's income statement for the year ended 31 December 2022 shows a profit of DKK 5.257.730, and the balance sheet at 31 December 2022 shows equity of DKK 33.469.509.

Management considers the company's financial performance in the year satisfactory.

Significant events occurring after the end of the financial year

No events have occurred after the balance sheet date which could significantly affect the company's financial position.

Income statement

All amounts in DKK.

<u>Note</u>	<u>1/1 - 31/12 2022</u>	<u>20/5 - 31/12 2021</u>
Gross profit	61.209.866	13.461.780
1 Staff costs	-38.163.937	-12.793.174
Depreciation and impairment of non-current assets	-12.334.450	-6.548.042
Profit before net financials	10.711.479	-5.879.436
Other financial income	1.626.523	317.629
Other financial expenses	-7.080.272	-3.447.414
Results before tax	5.257.730	-9.009.221
Tax on loss for the year	0	0
Net profit or loss for the year	5.257.730	-9.009.221
Distribution of profit for the year		
Transferred to retained earnings	5.257.730	-9.009.221
	5.257.730	-9.009.221

Balance sheet at 31 December

All amounts in DKK.

<u>Note</u>	<u>2022</u>	<u>2021</u>	
Assets			
Non-current assets			
2	Completed development projects, including patents and similar rights arising from development projects	5.360.263	1.610.026
3	Goodwill	91.277.422	102.122.264
4	Development projects in progress and prepayments for intangible assets	12.837.380	2.857.942
	Total intangible assets	<u>109.475.065</u>	<u>106.590.232</u>
5	Other fixtures, fittings, tools and equipment	4.756.287	3.250.112
	Total property, plant, and equipment	<u>4.756.287</u>	<u>3.250.112</u>
6	Deposits	713.623	370.129
	Total investments	<u>713.623</u>	<u>370.129</u>
	Total non-current assets	<u>114.944.975</u>	<u>110.210.473</u>
Current assets			
	Trade receivables	5.720.032	10.671.635
	Receivables from group enterprises	362.298	0
	Other receivables	2.147.771	1.415.412
	Prepayments	6.177.513	5.041.937
	Total receivables	<u>14.407.614</u>	<u>17.128.984</u>
	Cash and cash equivalents	15.266.616	8.478.724
	Total current assets	<u>29.674.230</u>	<u>25.607.708</u>
	Total assets	<u>144.619.205</u>	<u>135.818.181</u>

Balance sheet at 31 December

All amounts in DKK.

Equity and liabilities	<u>2022</u>	<u>2021</u>
<u>Note</u>		
Equity		
Contributed capital	50.000	50.000
Reserve for development costs	14.194.162	3.485.015
Retained earnings	19.225.347	24.676.764
Total equity	<u>33.469.509</u>	<u>28.211.779</u>
Provisions		
Other provisions	3.611.777	2.576.308
Total provisions	<u>3.611.777</u>	<u>2.576.308</u>
Liabilities other than provisions		
Payables to group entities	95.375.800	89.533.966
Other payables	4.750.338	3.889.006
Total long term liabilities other than provisions	<u>100.126.138</u>	<u>93.422.972</u>
Bank loans	0	641
Trade payables	5.208.548	3.570.676
Payables to group entities	686.092	6.748.312
Other payables	1.517.141	1.287.493
Total short term liabilities other than provisions	<u>7.411.781</u>	<u>11.607.122</u>
Total liabilities other than provisions	<u>107.537.919</u>	<u>105.030.094</u>
Total equity and liabilities	<u>144.619.205</u>	<u>135.818.181</u>

7 Contingencies

8 Related parties

Statement of changes in equity

All amounts in DKK.

	Contributed capital	Reserve for development costs	Retained earnings	Total
Equity 1 January 2022	50.000	3.485.015	24.676.764	28.211.779
Retained earnings for the year	0	0	5.257.730	5.257.730
Transferred from retained earnings	0	10.709.147	-10.709.147	0
Equity 31 December 2022	50.000	14.194.162	19.225.347	33.469.509

Notes

All amounts in DKK.

	1/1 - 31/12 2022	20/5 - 31/12 2021
1. Staff costs		
Salaries and wages	34.305.358	11.361.810
Pension costs	3.575.747	1.384.723
Other costs for social security	282.832	46.641
	38.163.937	12.793.174
Average number of employees	55	17
2. Completed development projects, including patents and similar rights arising from development projects		
Cost 1 January	1.666.359	0
Additions during the year	4.422.287	1.666.359
Cost 31 December	6.088.646	1.666.359
Amortisation and write-down 1 January	-56.333	0
Amortisation and depreciation for the year	-672.050	-56.333
Amortisation and write-down 31 December	-728.383	-56.333
Carrying amount, 31 December	5.360.263	1.610.026
3. Goodwill		
Cost 1 January	108.448.422	0
Additions during the year	0	108.448.422
Cost 31 December	108.448.422	108.448.422
Amortisation and write-down 1 January	-6.326.158	0
Amortisation and depreciation for the year	-10.844.842	-6.326.158
Amortisation and write-down 31 December	-17.171.000	-6.326.158
Carrying amount, 31 December	91.277.422	102.122.264

Notes

All amounts in DKK.

	<u>31/12 2022</u>	<u>31/12 2021</u>
4. Development projects in progress and prepayments for intangible assets		
Cost 1 January	2.857.942	0
Additions during the year	<u>9.979.438</u>	<u>2.857.942</u>
Cost 31 December	<u>12.837.380</u>	<u>2.857.942</u>
Carrying amount, 31 December	<u>12.837.380</u>	<u>2.857.942</u>
5. Other fixtures, fittings, tools and equipment		
Cost 1 January	3.415.663	0
Additions during the year	<u>2.323.734</u>	<u>3.415.663</u>
Cost 31 December	<u>5.739.397</u>	<u>3.415.663</u>
Depreciation and write-down 1 January	-165.551	0
Amortisation and depreciation for the year	<u>-817.559</u>	<u>-165.551</u>
Depreciation and write-down 31 December	<u>-983.110</u>	<u>-165.551</u>
Carrying amount, 31 December	<u>4.756.287</u>	<u>3.250.112</u>
6. Deposits		
Cost 1 January	370.129	0
Additions during the year	<u>343.494</u>	<u>370.129</u>
Cost 31 December	<u>713.623</u>	<u>370.129</u>
Carrying amount, 31 December	<u>713.623</u>	<u>370.129</u>

Notes

All amounts in DKK.

7. Contingencies

Contingent assets

The company has assumed liabilities of total amounts to TDKK 1.094. Apart from this, the company has not assumed any liabilities, in excess of the liabilities resulting from its ordinary business.

8. Related parties

Consolidated financial statements

The company is included in the consolidated financial statements of Match Topco SAS.

The consolidated financial statement can be obtained at the following address:

9 rue du Quatre Septembre

FR-75002 Paris

France

Accounting policies

The annual report for Market Pay Denmark 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.

Change of comparative figures

Some reclassifications have been made of the comparative figures in the income statement, reflected in the gross profit and staff costs.

The effect for result and equity in the financial statements is DKK 0 for all periods.

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 profit

In pursuance of section 32 of the Danish Financial Statements Act, the company does not disclose its revenue.

Accounting policies

Gross profit comprises the revenue, changes in inventories of finished goods, and work in progress, work performed for own account and capitalised, other operating income, and external costs.

Revenue

Revenue is recognised in the income statement if delivery and passing of risk to the buyer have taken place before the end of the year and if the income can be determined reliably and inflow is anticipated. Revenue is measured at the fair value of the consideration promised exclusive of VAT and taxes and less any discounts relating directly to sales.

Other external expenses

Other external expenses comprise expenses incurred for distribution, sales, advertising, administration, premises, loss on receivables, and operational leasing costs.

Own work capitalised

Own work capitalised includes staff cost and other internal costs incurred during the financial year and recognised in the cost of proprietary intangible and tangible fixed assets.

Staff costs

Staff costs include salaries and wages, including holiday allowances, pensions, and other social security costs, etc., for staff members.

Depreciation, amortisation, and write-down for impairment

Depreciation, amortisation, and write-down for impairment comprise depreciation on, amortisation of, and write-down for impairment of intangible and tangible assets, respectively.

Other operating expenses

Other operating expenses comprise items of secondary nature as regards the principal activities of the enterprise, including losses on the disposal of intangible and tangible assets.

Development costs

Development costs comprise costs, salaries, and wages and depreciation directly or indirectly attributable to the company's research and development activities.

Development costs are recognised in the income statement in the year incurred. Clearly defined and identifiable development projects are recognised as intangible assets provided that they are proven to be technically practicable, that sufficient resources and a potential market or development opportunity exist, and insofar as the intention is to produce, market or utilise the project. Furthermore, there must be a proven correlation between the costs incurred and future earnings. However, lack of official approvals, customer approvals, and other uncertainties will often imply that the requirements for recognition as assets are not met and that development costs are charged to the income statement as incurred.

Accounting policies

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, financial expenses from financial leasing, realised and unrealised capital gains and losses relating to securities, debt and transactions in foreign currency, amortisation of financial assets and liabilities as well as surcharges and reimbursements under the advance tax scheme, etc.

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.

Balance sheet

Intangible assets

Development projects

Development costs comprise salaries, wages, and amortisation directly attributable to development activities.

Clearly defined and identifiable development projects are recognised as intangible assets provided that they are proven to be technically practicable, that sufficient resources and a potential market or development opportunity exist, and insofar as the intention is to produce, market or utilise the project. It is, however, a condition that the cost can be reliably calculated and that a sufficiently high degree of certainty indicates that future earnings will cover the costs of production, sales, and administration. Other development costs are recognised in the income statement concurrently with their realisation.

Development costs recognised in the statement of financial position are measured at cost less accrued amortisations and write-downs for impairment.

After completion of the development work, capitalised development costs are amortised on a straight-line basis over the estimated useful economic life. The amortisation period is usually 10 years.

Goodwill

Acquired goodwill is measured at cost less accumulated amortisation. Given that it is impossible to make a reliable estimate of the useful life, the amortisation period is set at 10 years.

Property, plant, and equipment

Other property, plant, and equipment are measured at cost less accrued depreciation and write-down for impairment.

Accounting policies

The depreciable amount is cost less any expected residual value after the end of the useful life of the asset. The amortisation period and the residual value are determined at the acquisition date and reassessed annually. If the residual value exceeds the carrying amount, the depreciation is discontinued.

If the amortisation period or the residual value is changed, the effect on amortisation will, in future, be recognised as a change in the accounting estimates.

The cost comprises acquisition cost and costs directly associated with the acquisition until the time when the asset is ready for use.

The cost of a total asset is divided into separate components. These components are depreciated separately, the useful lives of each individual components differing, and the individual component representing a material part of the total cost.

Depreciation is done on a straight-line basis according to an assessment of the expected useful life and the residual value of the individual assets:

	Useful life	Residual value
Other fixtures and fittings, tools and equipment	3-5 years	0-20 %

Minor assets with an expected useful life of less than 1 year are recognised as costs in the income statement in the year of acquisition.

Profit or loss derived from the disposal of property, land, and equipment is measured as the difference between the sales price less selling costs and the carrying amount at the date of disposal. Profit or loss is recognised in the income statement as other operating income or other operating expenses.

Fixed asset investments

Deposits

Deposits are measured at amortised cost and represent lease deposits, etc.

Impairment loss relating to non-current assets

The carrying amount of both intangible and tangible fixed assets as well as equity investments in group enterprises are subject to annual impairment tests in order to disclose any indications of impairment beyond those expressed by amortisation and depreciation respectively.

If indications of impairment are disclosed, impairment tests are carried out for each individual asset or group of assets, respectively. write-down for impairment is done to the recoverable amount if this value is lower than the carrying amount.

Accounting policies

The recoverable amount is the higher value of value in use and selling price less expected selling cost. The value in use is calculated as the present value of the expected net cash flows from the use of the asset or the asset group and expected net cash flows from the sale of the asset or the asset group after the end of their useful life.

Previously recognised impairment losses are reversed when conditions for impairment no longer exist. Impairment relating to goodwill is not reversed.

Receivables

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

In order to meet expected losses, impairment takes place at the net realisable value. The company has chosen to use IAS 39 as a basis for interpretation when recognising impairment of financial assets, which means that impairments must be made to offset losses where an objective indication is deemed to have occurred that an account receivable or a portfolio of accounts receivable is impaired. If an objective indication shows that an individual account receivable has been impaired, an impairment takes place at individual level.

Accounts receivable for which there is no objective indication of impairment at the individual level are evaluated at portfolio level for objective indication of impairment. The portfolios are primarily based on the debtors' domicile and credit rating in accordance with the company's and the group's credit risk management policy. Determination of the objective indicators applied for portfolios are based on experience with historical losses.

Impairment losses are calculated as the difference between the carrying amount of accounts receivable and the present value of the expected cash flows, including the realisable value of any securities received. The effective interest rate for the individual account receivable or portfolio is used as the discount rate.

Prepayments

Prepayments recognised under assets comprise incurred costs concerning the following financial year.

Cash and cash equivalents

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

Equity

Reserve for development costs

The reserve for development costs comprises recognised development costs less related deferred tax liabilities.

The reserve cannot be used as dividends or for covering losses.

Accounting policies

The reserve is reduced or dissolved if the recognised development costs are amortised or abandoned. This is done by direct transfer to the distributable reserves of the equity.

Income tax and deferred tax

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.

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.

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.

Provisions

Provisions comprise expected costs of warranty commitments, loss on work in progress, restructuring, etc. Provisions are recognised when the company has a legal or actual commitment resulting from a previously occurred event and when it is probable that the settlement of the liability will result in consumption of the financial resources of the company.

Provisions are measured at net realisable value or at fair value. If the fulfilment of a liability is expected to take place far in the future, the liability is measured at fair value.

Liabilities other than provisions

Financial liabilities other than provisions related to borrowings are recognised at the received proceeds less transaction costs incurred. In subsequent periods, the financial liabilities are recognised at amortised cost, corresponding to the capitalised value when using the effective interest rate. The difference between the proceeds and the nominal value is recognised in the income statement during the term of the loan.

Other liabilities concerning payables to suppliers, group entities, and other payables are measured at amortised cost which usually corresponds to the nominal value.

Accounting policies

Foreign currency translation

Transactions in foreign currency are translated by using the exchange rate prevailing at the date of the transaction. Differences in the rate of exchange arising between the rate at the date of transaction and the rate at the date of payment are recognised in the profit and loss account as an item under net financials. If currency positions are considered to hedge future cash flows, the value adjustments are recognised directly in equity in a fair value reserve.