
MATE.world A/S

Gråbrødretorv, 11,1, DK-1154 København K

Annual Report for 2023

CVR No. 42 89 24 59

The Annual Report was
presented and adopted
at the Annual General
Meeting of the
company
on 25/6 2024

Janus Christian
Fjeldborg
Chairman of the
general meeting



Contents

	<u>Page</u>
Management's Statement and Auditor's Report	
Management's Statement	1
Independent Auditor's Report	2
Management's Review	
Company information	5
Management's Review	6
Financial Statements	
Income Statement 1 January - 31 December	7
Balance sheet 31 December	8
Statement of changes in equity	10
Notes to the Financial Statements	11

Management's statement

Today the Board of Directors and Executive Board have discussed and approved the Annual Report of MATE.world A/S for the financial year 1 January 2023 - 31 December 2023.

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 Company's assets, liabilities and financial position at 31 December 2023 and of the results of the Company's operations for the financial year 1 January 2023 - 31 December 2023.

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

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

Copenhagen, 25 June 2024

Executive Board

Janus Christian Fjeldborg
Manager

Board of Directors

Anders Karlskov Kaasgaard
Chairman

Per Ulrik Andersen

Henning von Lillienkjold

Independent Auditor's Report

To the shareholders of Mate.mothership ApS

Report on the audit of the Financial Statements

Qualified opinion

In our opinion, except for the possible effects on the comparative information as well as on profit/loss for the year and the classification of the income statement of the matters described in the *Basis for qualified opinion* paragraph, 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 in accordance with the Danish Financial Statements Act.

We have audited the Financial Statements of Mate.world A/S for the financial year 1 January - 31 December 2023, 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 qualified opinion

We were appointed auditors of the Company at the end of 2023 following the completion of the restructuring of the Company. In the Financial Statements for 2022, the Company's former auditors qualified their report in respect of missing recognition of a current liability of mDKK 21.8. This may affect the profit/loss for 2023, and the comparative information for 2022 in both the income statement and the balance sheet may also be erroneous as a consequence. We therefore qualify our report in this respect.

Our opinion on the Financial Statements for the current period has been modified as a result of the possible effect of the comparability of the accounting figures for the current period and the comparative information.

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* paragraph of our Report. We are independent of the Company in accordance with International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) and the additional requirements applicable in Denmark. We have also 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 qualified audit 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 Financial 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.
- 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 not adequate, 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.

Independent Auditor's Report

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, 25 June 2024
PricewaterhouseCoopers
Statsautoriseret Revisionspartnerselskab
CVR No. 33 77 12 31

René Otto Poulsen
State Authorised Public Accountant
mne26718

Company information

The Company	MATE.world A/S Gråbrødretorv, 11,1 1154 København K CVR No: 42 89 24 59 Financial period: 1 January - 31 December Incorporated: 8 December 2021 Financial year: 2nd financial year Municipality of reg. office: Copenhagen
Board of Directors	Anders Karlskov Kaasgaard, chairman Per Ulrik Andersen Henning von Lillienksjold
Executive Board	Janus Christian Fjeldborg
Auditors	PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab Strandvejen 44 DK-2900 Hellerup

Management's review

Key activities

The purpose of the company is to own capital shares in other companies.

Development in the year

The income statement of the Company for 2023 shows a loss of DKK 18,010,378, and at 31 December 2023 the balance sheet of the Company shows a positive equity of DKK 20,004,762.

2023 has been an extraordinary year for Mate.Bike. The successful reconstruction, approved by the majority of our creditors in the Danish Maritime and Commercial High Court on November 22nd, 2023, marked a pivotal moment for the company. The acceptance of our reconstruction plan meant that all debt and obligations before September 29th, 2023, were removed, allowing Mate.Bike to reset and refocus its strategic direction.

As part of the reconstruction the company's receivables was cancelled. The net impact on the profit/loss after write off etc. amounted to 20 mDKK, which is recognized as part of the financial expense. The negative neteffect of the reconstruction is the main reason for a net loss of 18 mDKK in 2023.

After the reconstruction, a new strategy was presented, "Mate Made Simple," shifting the company's focus solely to business-to-business (BtB) operations and closing down all business-to-consumer (BtC) activities. This strategic shift will allow Mate.Bike to concentrate on product development and innovation, positioning us for a stronger future.

Mate.Bike is now operating as a healthy business, free of debt and collateral and a sound financial position. While old investors had their investments written down due to the reconstruction, we have had the privilege of some of them rejoining alongside new ones in the setup. Our investors have shown strong support for us, not only believing in our vision but also contributing with a capital injection after the reconstruction.

The income statement of Mate.Bike for 2023 shows a loss of 18 mDKK. As of 31 December 2023, the balance sheet reflects a positive equity of 20 mDKK.

Subsequent events

In 2024, Mate.Bike performed another capital injection with the support of our existing investors. This additional funding will help us further our mission and continue our growth journey.

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

Income statement 1 January - 31 December

	Note	2023	2022
		DKK	DKK
Gross profit/loss		-446,582	2,572,172
Depreciation and impairment losses of property, plant and equipment		0	-119,657,195
Other operating expenses		0	-505,756
Profit/loss before financial income and expenses		-446,582	-117,590,779
Financial income	1	2,964,307	2,776,731
Financial expenses	2	-19,906,537	-274,829
Profit/loss before tax		-17,388,812	-115,088,877
Tax on profit/loss for the year	3	-621,566	0
Net profit/loss for the year		-18,010,378	-115,088,877
 Distribution of profit			
		2023	2022
		DKK	DKK
Proposed distribution of profit			
Retained earnings		-18,010,378	-115,088,877
		-18,010,378	-115,088,877

Balance sheet 31 December

Assets

	Note	2023	2022
		DKK	DKK
Investments in subsidiaries	4	0	0
Fixed asset investments		0	0
Fixed assets		0	0
Receivables from group enterprises		21,093,333	0
Other receivables		116,750	0
Receivables		21,210,083	0
Cash at bank and in hand		0	464,540
Current assets		21,210,083	464,540
Assets		21,210,083	464,540

Balance sheet 31 December

Liabilities and equity

	Note	2023	2022
		DKK	DKK
Share capital		400,000	1,241,221
Share premium account		19,604,762	114,068,116
Retained earnings		0	-118,630,317
Equity		20,004,762	-3,320,980
Trade payables		0	3,339,828
Long-term debt		0	3,339,828
Payables to group enterprises		563,178	0
Corporation tax		621,566	0
Other payables		20,577	445,692
Short-term debt		1,205,321	445,692
Debt		1,205,321	3,785,520
Liabilities and equity		21,210,083	464,540
Contingent assets, liabilities and other financial obligations	5		
Accounting Policies	6		

Statement of changes in equity

	Share capital	Share premium account	Retained earnings	Total
	DKK	DKK	DKK	DKK
Equity at 1 January	1,241,221	114,068,116	-118,640,317	-3,330,980
Capital increase	2,434,612	38,911,508	0	41,346,120
Capital reduction	-3,275,833	0	3,275,833	0
Net profit/loss for the year	0	0	-18,010,378	-18,010,378
Transfer from share premium account	0	-133,374,862	133,374,862	0
Equity at 31 December	400,000	19,604,762	0	20,004,762

Notes to the Financial Statements

	2023	2022
	DKK	DKK
1. Financial income		
Interest received from associates	93,333	0
Other financial income	2,870,527	2,776,731
Exchange gains	447	0
	<u>2,964,307</u>	<u>2,776,731</u>

	2023	2022
	DKK	DKK
2. Financial expenses		
Loss due to reconstruction	19,904,585	0
Other financial expenses	1,952	274,829
	<u>19,906,537</u>	<u>274,829</u>

	2023	2022
	DKK	DKK
4. Investments in subsidiaries		
Cost at 1 January	18,261,903	0
Additions for the year	0	18,261,903
Cost at 31 December	<u>18,261,903</u>	<u>18,261,903</u>
Value adjustments at 1 January	-18,261,903	0
Impairment losses for the year	0	-18,261,903
Value adjustments at 31 December	<u>-18,261,903</u>	<u>-18,261,903</u>
Carrying amount at 31 December	<u>0</u>	<u>0</u>

Investments in subsidiaries are specified as follows:

Name	Place of registered office	Share capital	Ownership	Equity	Net profit/loss for the year
MATE.mothership ApS	København	627,572	100%	-346,448	37,608,611
				<u>-346,448</u>	<u>37,608,611</u>

Notes to the Financial Statements

5. Contingent assets, liabilities and other financial obligations

Joint liabilities

The Danish companies of the group is jointly and severally liable for tax on the group's jointly taxed income and for certain possible withholding taxes such as dividend tax and royalty tax, and for the joint registration of VAT.

Notes to the Financial Statements

6. Accounting policies

The Annual Report of MATE.world A/S for 2023 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 format of the income statement has been adjusted to the Company's activities as a holding Company.

The Annual Report is prepared with the following accounting principles.

Consolidated financial statements

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

Income statement

Other external expenses

Other external expenses include cost of administration etc.

Other operating income

Other operating income includes items of a secondary nature in relation to the enterprises' principal activities, including profit from sale of intangible and tangible assets, operating loss and conflict compensations, as well as salary refunds. Compensations are recognised when the income is estimated to be realisable.

Amortisation, depreciation and impairment losses

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

Income from investments in subsidiaries

The proportional share of the results of subsidiaries, stated according to the Parent Company's accounting policies and with full elimination of unrealised intercompany profits/losses and deduction of amortisation of added value and goodwill resulting from purchase price allocation at the date of acquisition, is recognised in the Parent Company's Income Statement.

In connection with transfers, potential profits are recognised when the economic rights related to the sold subsidiaries are transferred, however, at the earliest when the profit has been realised or is regarded as realisable. Moreover, realised losses other than impairments are included where identified.

Financial income and expenses

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

Tax on profit/loss for the year

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

Notes to the Financial Statements

Balance sheet

Investments in subsidiaries

Investments in subsidiaries are measured in the Parent Company Balance Sheet under the equity method, which is regarded as a method of measuring/consolidation.

Investments in subsidiaries are measured in the Balance Sheet at the proportional share of the enterprises' carrying equity value, calculated in accordance with the Parent Company's accounting policies with deduction or addition of unrealised intercompany profits or losses and with addition or deduction of the residual value of positive or negative goodwill calculated according to the acquisition method. Negative goodwill is recognised in the Income Statement when the equity interest is acquired. Where the negative goodwill is related to acquired contingent liabilities, the negative goodwill will be recognised as income when the contingent liabilities have been settled or cease.

Acquired enterprises are subject to the acquisition method, reassessing all identified assets and liabilities to fair value at the acquisition date. The fair value is calculated based on acquisitions made in an active market, alternatively calculated using generally accepted valuation models. A discounted cash flow model is used to calculate the fair value of investment properties based on a discounted cash flow of future earnings. Operating equipment is recognised at fair value based on an assessor's opinion, based on an overall assessment of the production equipment. The acquisition date is the date on which the Company gains actual control over the acquired entity.

Consolidated goodwill is amortised over the expected useful life, which is determined on the basis of Management's experience within the individual lines of business. Consolidated goodwill is amortised on a straightline basis over the amortisation period, which is X years. The amortisation period is determined on the basis of an assessment of the acquired entity's market position and earnings profile, and the industryspecific condition.

Net revaluation of investments in subsidiaries is transferred under equity to reserve for net revaluation under the equity value method to the extent that the carrying amount exceeds the acquisition value.

Subsidiaries with a negative carrying equity value are measured to DKK 0 and any amounts due from these enterprises are written down to the extent that it is deemed to be irrecoverable. If the carrying negative equity value exceeds receivables, the residual amount is recognised under provision for liabilities to the extent that the Company has a legal or actual liability to cover the subsidiaries deficit.

Current tax receivables and liabilities

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

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

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

Deferred tax assets, including the tax value of tax loss carryforwards, are measured at the amount at which the asset is expected to be used within a reasonable number of years, either by setoff against tax on future earnings or by setoff against deferred tax liabilities within the same legal tax entity.

Deferred tax is measured on the basis of the tax rules and tax rates that under the legislation in force on the Balance Sheet date will be applicable when the deferred tax is expected to crystallise as current tax. Any changes in the deferred tax resulting from changes in tax rates, are recognised in the income statement, except from items recognised directly in equity.

Notes to the Financial Statements

Financial liabilities

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

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