

GC Exchange A/S

Amager Strandvej 390, 2770 Kastrup
CVR no. 43 08 87 77

Annual report for 2023

Årsrapporten er godkendt på den
ordinære generalforsamling, d. 26.06.24

Lars Birk Holst
Dirigent

Company information etc.	3
Statement by the Executive Board and Board of Directors on the annual report	4
Independent auditor's report	5 - 7
Management's review	8
Income statement	9
Balance sheet	10
Statement of changes in equity	11
Notes	12 - 17

The company

GC Exchange A/S
Amager Strandvej 390
2770 Kastrup
Danmark
Registered office: Kastrup
CVR no.: 43 08 87 77
Financial year: 01.01 - 31.12

Executive Board

Michael Aagaard

Board of Directors

Jesper Ronald Petersen
Lars Birk Holst
Remonda Zahdeh Kirketerp-Møller

Auditors

Beierholm
Statsautoriseret Revisionspartnerselskab

Statement by the Executive Board and Board of Directors on the annual report

We have on this day presented the annual report for the financial year 01.01.23 - 31.12.23 for GC Exchange A/S.

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 assets, liabilities and financial position as at 31.12.23 and of the results of the company's activities for the financial year 01.01.23 - 31.12.23.

We believe that the management's review includes a fair review of the matters dealt with in the management's review.

The annual report is submitted for adoption by the general meeting.

Kastrup, June 26, 2024

Executive Board

Michael Aagaard

Board of Directors

Jesper Ronald Petersen
Chairman

Lars Birk Holst

Remonda Zahdeh Kirketerp-Møller

To the Shareholder of GC Exchange A/S**Opinion**

We have audited the financial statements of GC Exchange A/S for the financial year 01.01.23 - 31.12.23, which comprise income statement, balance sheet, statement of changes in equity and notes to the financial statements, including significant accounting policies. The financial statements are 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 financial position at 31.12.23 and of the results of the company's operations for the financial year 01.01.23 - 31.12.23 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.

Statement on the management's review

Management is responsible for the management's review.

Our opinion on the financial statements does not cover the management's review, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, it is our responsibility 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 the 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 of the management's review.

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 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 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.

Hobro, June 26, 2024

Beierholm

Statsautoriseret Revisionspartnerselskab
CVR no. 32 89 54 68

Jakob Wraae Kastor

State Authorized Public Accountant
MNE-no. mne34512

Primary activities

The company's activities comprise to carry out business as a currency exchange provider.

Development in activities and financial affairs

The income statement for the period 01.01.23 - 31.12.23 shows a loss of DKK -3,203,419 against DKK 618,326 for the period 25.02.22 - 31.12.22. The balance sheet shows equity of DKK -2,185,093.

The management is aware that the company's capital has been lost. It is the management's expectation that the company's capital will be re-established through its own future operations.

Information on going concern

The company has realized a loss in 2023 of t.DKK 3.203 and a negative equity per 31.12.23 on t.DKK -2.185. The company's financial situation indicates uncertainty about the company's continuation operation. However, the company has received financing commitments from parent company GCEX Holding Limited for support for the implementation of the planned activities for the coming year. Based on the company's budget, this is sufficient to implement them planned activities in 2024, which is why the annual accounts have been prepared assuming continued operations.

Subsequent events

No important events have occurred after the end of the financial year.

Income statement

		25.02.22	
	2023	31.12.22	
Note	DKK	DKK	
	Gross result	-412,947	1,713,050
2	Staff costs	-2,878,550	-1,999,194
	Loss before depreciation, amortisation, write-downs and impairment losses	-3,291,497	-286,144
	Other operating expenses	-1,135,974	0
	Operating loss	-4,427,471	-286,144
3	Financial income	566,196	1,183,131
4	Financial expenses	-238,982	-104,091
	Profit/loss before tax	-4,100,257	792,896
	Tax on profit or loss for the year	896,838	-174,570
	Profit/loss for the year	-3,203,419	618,326
Proposed appropriation account			
	Retained earnings	-3,203,419	618,326
	Total	-3,203,419	618,326

	31.12.23	31.12.22
	DKK	DKK
ASSETS		
Note		
Receivables from group enterprises	0	376,408
Income tax receivable	896,838	0
Other receivables	7,417,598	0
Prepayments	269,576	212,899
Total receivables	8,584,012	589,307
Cash	83,238,209	82,773,031
Total current assets	91,822,221	83,362,338
Total assets	91,822,221	83,362,338
EQUITY AND LIABILITIES		
Share capital	400,000	400,000
Retained earnings	-2,585,093	618,326
Total equity	-2,185,093	1,018,326
Payables to other credit institutions	32,438,567	15,399,713
Trade payables	50,146	27,810
Payables to group enterprises	61,125,722	65,854,139
Income taxes	0	174,570
Other payables	392,879	887,780
Total short-term payables	94,007,314	82,344,012
Total payables	94,007,314	82,344,012
Total equity and liabilities	91,822,221	83,362,338

⁵ Contingent liabilities

Statement of changes in equity

Figures in DKK	Share capital	Retained earnings	Total equity
Statement of changes in equity for 01.01.23 - 31.12.23			
Balance as at 01.01.23	400,000	618,326	1,018,326
Net profit/loss for the year	0	-3,203,419	-3,203,419
Balance as at 31.12.23	400,000	-2,585,093	-2,185,093

1. Information as regards going concern

The company has realized a loss in 2023 of t.DKK 3.203 and a negative equity per 31.12.23 on t.DKK -2.185. The company's financial situation indicates uncertainty about the company's continuation operation. However, the company has received financing commitments from parent company GCEX Holding Limited for support for the implementation of the planned activities for the coming year. Based on the company's budget, this is sufficient to implement them planned activities in 2024, which is why the annual accounts have been prepared assuming continued operations.

	2023	25.02.22
	DKK	31.12.22
		DKK
2. Staff costs		
Wages and salaries	2,856,330	1,995,953
Other social security costs	10,224	2,651
Other staff costs	11,996	590
Total	2,878,550	1,999,194
Average number of employees during the year	3	1

3. Financial income

Interest, group enterprises	8,469	0
Other interest income	0	3,675
Foreign exchange gains	557,727	1,179,456
Other financial income	557,727	1,183,131
Total	566,196	1,183,131

	2023	25.02.22
	DKK	DKK

4. Financial expenses

Interest, group enterprises	117,417	2,891
Other interest expenses	121,565	94,011
Foreign exchange losses	0	7,189
Other financial expenses	121,565	101,200
Total	238,982	104,091

5. Contingent liabilities

Other contingent liabilities

The company is taxed jointly with the other Danish companies in the group and has joint, several and unlimited liability for income taxes for the jointly taxed companies. The liability also includes any subsequent corrections to the calculated tax liability as a consequence of changes made to the jointly taxable income etc.

The company has no contingent liabilities as at 31.12.23.

6. Accounting policies

GENERAL

The annual report is presented in accordance with the provisions of the Danish Financial Statements Act (*Årsregnskabsloven*) for enterprises in reporting class B with application of provisions for a higher reporting class.

The accounting policies have been applied consistently with previous years.

Basis of recognition and measurement

Income is recognised in the income statement as earned, including value adjustments of financial assets and liabilities. All expenses, including depreciation, amortisation, impairment losses and write-downs, are also recognised in the income statement.

Assets are recognised in the balance sheet when it is probable that future economic benefits will flow to the company, and the value of such assets can be measured reliably. Liabilities are recognised in the balance sheet when it is probable that future economic benefits will flow from the company, and the value of such liabilities can be measured reliably. On initial recognition, assets and liabilities are measured at cost. Subsequently, assets and liabilities are measured as described for each item below.

On recognition and measurement, account is taken of foreseeable losses and risks arising before the date at which the annual report is presented and proving or disproving matters arising on or before the balance sheet date.

CURRENCY

The annual report is presented in Danish kroner (DKK).

On initial recognition, transactions denominated in foreign currencies are translated using the exchange rates applicable at the transaction date. Exchange rate differences between the exchange rate applicable at the transaction date and the exchange rate at the date of payment are recognised in the income statement as a financial item. Receivables, payables and other monetary items denominated in foreign currencies are translated using the exchange rates applicable at the balance sheet date. The difference between the exchange rate applicable at the balance sheet date and at the date at which the receivable or payable arose or was recognised in the latest annual report is recognised under financial income or expenses in the income statement.

6. Accounting policies - continued -**INCOME STATEMENT****Gross result**

Gross result comprises revenue and cost of sales and other external expenses.

Revenue

Income from the sale of services is recognised in the income statement as delivery takes place (delivery method). Revenue is measured at the selling value of the agreed consideration exclusive other taxes collected on behalf of third parties and less discounts.

Cost of sales

Cost of sales comprises cost of sales for the year measured at cost plus any changes in inventories, including write-downs to the extent that these do not exceed normal write-downs.

Other external expenses

Other external expenses comprise costs relating to sales, advertising, administration and premises.

Staff costs

Staff costs comprise wages and salaries as well as other staff-related costs.

Other operating expenses

Other operating expenses comprise costs of a secondary nature in relation to the enterprise's activities, including costs relating to rental activities and losses on the sale of intangible assets and property, plant and equipment.

Other net financials

Interest income and interest expenses, foreign exchange gains and losses on transactions denominated in foreign currencies etc. are recognised in other net financials.

6. Accounting policies - continued -

Tax on profit/loss for the year

The current and deferred tax for the year is recognised in the income statement as tax on the profit/loss for the year with the portion attributable to the profit/loss for the year, and directly in equity with the portion attributable to amounts recognised directly in equity.

The company is jointly taxed with Danish consolidated enterprises. The company is the administration company for the joint taxation and thus settles all income tax payments with the tax authorities.

In connection with the settlement of joint taxation contributions, the current Danish income tax is allocated between the jointly taxed enterprises in proportion to their taxable incomes. This means that enterprises with a tax loss receive joint taxation contributions from enterprises which have been able to use this loss to reduce their own taxable profit.

BALANCE SHEET

Receivables

Receivables are measured at amortised cost, which usually corresponds to the nominal value, less write-downs for bad debts.

Write-downs for bad debts are determined based on an individual assessment of each receivable if there is no objective evidence of individual impairment of a receivable.

Prepayments

Prepayments recognised under assets comprise costs incurred in respect of subsequent financial years.

Cash

Cash includes deposits in bank account.

Current and deferred tax

Current tax payable and receivable is recognised in the balance sheet as tax computed on the basis of the taxable income for the year, adjusted for tax paid on account.

6. Accounting policies - continued -

Joint taxation contributions payable and receivable are recognised as income tax under receivables or payables in the balance sheet.

Deferred tax liabilities and tax assets are recognised on the basis of all temporary differences between the carrying amounts and tax bases of assets and liabilities. However, deferred tax is not recognised on temporary differences relating to goodwill which is non-amortisable for tax purposes and other items where temporary differences, except for acquisitions, have arisen at the date of acquisition without affecting the net profit or loss for the year or the taxable income. In cases where the tax value can be determined according to different taxation rules, deferred tax is measured on the basis of management's intended use of the asset or settlement of the liability.

Deferred tax assets are recognised, following an assessment, at the expected realisable value through offsetting against deferred tax liabilities or elimination in tax on future earnings.

Deferred tax is measured on the basis of the tax rules and at the tax rates which, according to the legislation in force at the balance sheet date, will be applicable when the deferred tax is expected to crystallise as current tax.

Payables

Short-term financial payables are measured at amortised cost, normally corresponding to the nominal value of such payables. Other short-term payables are measured at net realisable value.