

ASSIMA A/S

C/O Tower 77 ApS, Vandtårnsvej 77, 2860 Søborg

CVR no. 54 47 71 12

Annual report

for the year 1 April 2021 - 31 March 2022

Approved at the Company's annual general meeting on 4 October 2022

Chair of the meeting:

.....
Peter Aarø-Hansen

Contents

Statement by the Board of Directors and the Executive Board	2
Independent auditor's report	3
Management's review	5
Financial statements 1 April 2021 - 31 March 2022	7
Income statement	7
Balance sheet	8
Statement of changes in equity	10
Notes to the financial statements	11

Statement by the Board of Directors and the Executive Board

Today, the Board of Directors and the Executive Board have discussed and approved the annual report of ASSIMA A/S for the financial year 1 April 2021 - 31 March 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 of the Company at 31 March 2022 and of the results of the Company's operations for the financial year 1 April 2021 - 31 March 2022.

Further, in our opinion, the Management's review gives a fair review of the matters discussed in the Management's review.

It is proposed to the annual general meeting that the financial statements for 2022/23 should not be audited.

We recommend that the annual report be approved at the annual general meeting.

Copenhagen, 4 October 2022
Executive Board:

.....
Peter Aarø-Hansen

Board of Directors:

.....
Karl William Gilbank
Chair

.....
Jonathan Dionne

.....
Peter Aarø-Hansen

The general meeting has decided that the financial statements for the coming financial year will not be audited.

Independent auditor's report

To the shareholders of ASSIMA A/S

Opinion

We have audited the financial statements of ASSIMA A/S for the financial year 1 April 2021 - 31 March 2022, which comprise income statement, balance sheet, statement of changes in equity and notes, including 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 financial position of the Company at 31 March 2022 and of the results of the Company's operations for the financial year 1 April 2021 - 31 March 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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

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.

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 as to 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 the 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.

Independent auditor's report

- ▶ 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 note 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 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, our responsibility is to read the Management's review and, in doing so, consider whether the 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 the 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 Statement Act. We did not identify any material misstatement of the Management's review.

Copenhagen, 4 October 2022
EY Godkendt Revisionspartnerselskab
CVR no. 30 70 02 28

Birgit Morville Schrøder
State Authorised Public Accountant
mne21337

Anders Roe Eriksen
State Authorised Public Accountant
mne46667

Management's review

Company details

Name	ASSIMA A/S
Address, Postal code, City	C/O Tower 77 ApS, Vandtårnsvej 77, 2860 Søborg
CVR no.	54 47 71 12
Established	31 October 1975
Registered office	Copenhagen
Financial year	1 April 2021 - 31 March 2022
Board of Directors	Karl William Gilbank, Chair Jonathan Dionne Peter Aarø-Hansen
Executive Board	Peter Aarø-Hansen
Auditors	EY Godkendt Revisionspartnerselskab Dirch Passers Allé 36, P.O. Box 250, 2000 Frederiksberg, Denmark

Management's review

Business review

Assima is the worldwide leader in productivity software for training, In-App support, and translation of enterprise software applications.

Assima's unique patented simulation cloning technology and the integration of powerful artificial intelligence reduces costs, reduces errors and maximizes end-user performance for the world's largest organizations. With a proven 20-year track record of success and offices in over 10 countries, Assima is the world's only software solution that spans across the entire digital adoption lifecycle: from initial training, to live assistance, to enterprise-wide collaboration.

About Partner One Capital

Assima is a Partner One Capital company. Partner One Capital is private investment firm which owns some of the fastest growing enterprise software companies in the world. In business for 25 years, Partner One Capital focuses on the acquisition of enterprise software solutions that cater to the needs of major corporations and governments. Over 1000 of the world's largest organizations rely on Partner One software for their most critical operations and to safeguard their most valuable data.

Unusual matters having affected the financial statements

Going concern

The company has received confirmation from the parent company confirming that intercompany liabilities are not to be repaid unless the company has liquidity to do so. The budget 2022-23 shows positive liquidity available 31 March 2023. Based on this, management has prepared the financial statements using the going concern principle.

Financial review

The income statement for 2021/22 shows a loss of DKK 260,804 against a loss of DKK 74,925 last year, and the balance sheet at 31 March 2022 shows a negative equity of DKK 4,436,094.

Management considers the Company's financial performance in the year unsatisfactory.

Management expects to re-establish the share capital through own earnings, debt conversion or similar.

Events after the balance sheet date

No events materially affecting the Company's financial position have occurred subsequent to the financial year-end.

Financial statements 1 April 2021 - 31 March 2022

Income statement

Note	DKK	2021/22	2020/21
	Gross profit	957,320	832,124
5	Staff costs	-1,102,635	-936,542
	Profit/loss before net financials	-145,315	-104,418
6	Financial income	0	30,965
7	Financial expenses	-115,489	-1,472
	Profit/loss before tax	-260,804	-74,925
	Tax for the year	0	0
	Profit/loss for the year	-260,804	-74,925
	 Recommended appropriation of profit/loss		
	Retained earnings/accumulated loss	-260,804	-74,925
		-260,804	-74,925

Financial statements 1 April 2021 - 31 March 2022

Balance sheet

Note	DKK	<u>2021/22</u>	<u>2020/21</u>
	ASSETS		
	Current assets		
	Receivables		
	Trade receivables	163,174	403,869
	Other receivables	9,000	35,500
9	Prepayments	894,433	548,083
		<u>1,066,607</u>	<u>987,452</u>
	Cash	1,008,813	223,539
	Total current assets	<u>2,075,420</u>	<u>1,210,991</u>
	TOTAL ASSETS	<u>2,075,420</u>	<u>1,210,991</u>

Financial statements 1 April 2021 - 31 March 2022

Balance sheet

Note	DKK	2021/22	2020/21
	EQUITY AND LIABILITIES		
	Equity		
	Share capital	906,200	906,200
	Retained earnings	-5,342,294	-5,081,490
	Total equity	-4,436,094	-4,175,290
	Liabilities		
10	Non-current liabilities		
	Payables to group entities	4,204,061	3,505,552
	Total non-current liabilities	4,204,061	3,505,552
	Current liabilities		
	Trade payables	9,806	22,056
	Deposits	0	17,750
	Other payables	270,370	497,722
11	Deferred income	2,027,277	1,343,201
	Total current liabilities	2,307,453	1,880,729
	Total liabilities	6,511,514	5,386,281
	TOTAL EQUITY AND LIABILITIES	2,075,420	1,210,991

- 1 Accounting policies
- 2 Financing
- 3 Events after the balance sheet date
- 4 Other operating income
- 12 Contractual obligations and contingencies, etc.
- 13 Collateral
- 14 Related parties

Financial statements 1 April 2021 - 31 March 2022

Statement of changes in equity

DKK	<u>Share capital</u>	<u>Retained earnings</u>	<u>Total</u>
Equity at 1 April 2021	906,200	-5,081,490	-4,175,290
Transfer through appropriation of loss	0	-260,804	-260,804
Equity at 31 March 2022	<u>906,200</u>	<u>-5,342,294</u>	<u>-4,436,094</u>

Management expects to re-establish the share capital through own earnings, debt conversion or similar.

Financial statements 1 April 2021 - 31 March 2022

Notes to the financial statements

1 Accounting policies

The annual report of ASSIMA A/S for 2021/22 has been prepared in accordance with the provisions in the Danish Financial Statements Act applying to reporting class B entities and elective choice of certain provisions applying to reporting class C entities.

Effective from the financial year 2021/22, the Company has implemented amending act no. 1716 of 27 December 2018 to the Danish Financial Statements Act. The implementation of the amending act has not affected the Company's accounting policies on recognition and measurement of assets and liabilities but has solely entailed a requirement for further disclosures. The accounting policies used in the preparation of the financial statements are consistent with those of last year.

Reporting currency

The financial statements are presented in Danish kroner (DKK).

Income statement

Revenue

The Company has chosen IAS 18 as interpretation for revenue recognition.

Income from the rendering of services is recognised as revenue as the services are rendered. Accordingly, revenue corresponds to the market value of the services rendered during the year (percentage-of-completion method).

Other operating income

Other operating income comprise items of a secondary nature relative to the Company's core activities, including rental income (sub-rent of office premises) and gains on the sale of non-current assets.

Other external expenses

Other external expenses include the year's expenses relating to the Company's core activities, including expenses relating to distribution, sale, advertising, administration, premises, bad debts, payments under operating leases, etc.

Staff costs

Staff costs include wages and salaries, including compensated absence and pension to the Company's employees, as well as other social security contributions, etc. The item is net of refunds from public authorities.

Financial income and expenses

Financial income and expenses are recognised in the income statements at the amounts that concern the financial year. Net financials include interest income and expenses as well as allowances and surcharges under the advance-payment-of-tax scheme, etc.

Financial statements 1 April 2021 - 31 March 2022

Notes to the financial statements

1 Accounting policies (continued)

Tax

Tax for the year includes current tax on the year's expected taxable income and the year's deferred tax adjustments. The portion of the tax for the year that relates to the profit/loss for the year is recognised in the income statement, whereas the portion that relates to transactions taken to equity is recognised in equity.

Balance sheet

Receivables

Receivables are measured at amortised cost.

The Company has chosen IAS 39 as interpretation for impairment of financial receivables.

An impairment loss is recognised if there is objective evidence that a receivable or a group of receivables is impaired. If there is objective evidence that an individual receivable has been impaired, an impairment loss is recognised on an individual basis.

Receivables in respect of which there is no objective evidence of individual impairment are tested for objective evidence of impairment on a portfolio basis. The portfolios are primarily based on the debtors' domicile and credit ratings in line with the Company's risk management policy. The objective evidence applied to portfolios is determined based on historical loss experience.

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

Prepayments

Prepayments recognised under "Assets" comprise prepaid expenses regarding subsequent financial reporting years.

Cash

Cash comprise cash and bank balances.

Income taxes

Current tax payables and receivables are recognised in the balance sheet as the estimated income tax charge for the year, adjusted for prior-year taxes and tax paid on account.

Deferred tax is measured according to the liability method on all temporary differences between the carrying amount and the tax base of assets and liabilities. However, deferred tax is not recognised on temporary differences relating to goodwill which is not deductible for tax purposes and on office premises and other items where temporary differences, apart from business combinations, arise at the date of acquisition without affecting either profit/loss for the year or taxable income. Where alternative tax rules can be applied to determine the tax base, deferred tax is measured based on Management's intended use of the asset or settlement of the liability, respectively.

Deferred tax is measured according to the tax rules and at the tax rates applicable at the balance sheet date when the deferred tax is expected to crystallise as current tax. Deferred tax assets are recognised at the expected value of their utilisation; either as a set-off against tax on future income or as a set-off against deferred tax liabilities in the same legal tax entity. Changes in deferred tax due to changes in the tax rate are recognised in the income statement.

Financial statements 1 April 2021 - 31 March 2022

Notes to the financial statements

1 Accounting policies (continued)

Other payables

Other payables are measured at net realisable value.

Deferred income

Deferred income recognised as a liability comprises payments received concerning income in subsequent financial reporting years.

2 Financing

The company has received confirmation from the parent company confirming that intercompany liabilities are not to be repaid unless the company has liquidity to do so. The budget 2022-23 shows positive liquidity available 31 March 2023. Based on this, management has prepared the financial statements using the going concern principle.

3 Events after the balance sheet date

No events materially affecting the Company's financial position have occurred subsequent to the financial year-end.

	<u>2021/22</u>	<u>2020/21</u>
DKK		
4 Other operating income		
Rental income (sub-rent of office premises)	45,964	63,473
	<u>45,964</u>	<u>63,473</u>
DKK		
5 Staff costs		
Wages/salaries	1,086,465	916,892
Other social security costs	5,906	5,008
Other staff costs	10,264	14,642
	<u>1,102,635</u>	<u>936,542</u>
	<u>2021/22</u>	<u>2020/21</u>
Average number of full-time employees	<u>1</u>	<u>1</u>
DKK		
6 Financial income		
Exchange gain	0	30,965
	<u>0</u>	<u>30,965</u>

Financial statements 1 April 2021 - 31 March 2022

Notes to the financial statements

DKK	2021/22	2020/21
7 Financial expenses		
Other interest expenses	34,369	1,472
Exchange losses	81,120	0
	<u>115,489</u>	<u>1,472</u>

8 Deferred tax assets

The company holds deferred tax primarily related to income tax losses to be carried forward. Due to the uncertainty on future utilisation, no deferred tax has been recognised in the financial statements.

9 Prepayments

Total amount of DKK 0 thousand falls due after 12 months from the balance sheet date (DKK 23 thousand in 2020/21).

10 Non-current liabilities

The company has received confirmation from the parent company confirming that non-current liabilities are not to be repaid within 12 months unless the company has liquidity to do so.

Of the long-term liabilities, none of the debt falls due for payment after more than 5 years after the balance sheet date.

11 Deferred income

Deferred income consists of payments received from customers that may not be recognised until the subsequent financial year. DKK 0 thousand relates to deferred income more than 12 months after the balance sheet date (2020/21: DKK 46 thousand).

12 Contractual obligations and contingencies, etc.

Other financial obligations

Other rent liabilities:

DKK	2021/22	2020/21
Rent liabilities	0	65

The Company has no rent liabilities at 31 March 2022.

13 Collateral

The Company has not provided any security or other collateral in assets at 31 March 2022.

14 Related parties

ASSIMA A/S' related parties comprise the following:

Parties exercising control

Related party	Domicile	Basis for control
Partner One Acquisitions Inc.	Partner One Acquisitions Inc., suite 400, Montreal QC H3A3C2, Canada	Direct shareholder

PENNEO

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"By my signature I confirm all dates and content in this document."

Peter Aarø-Hansen

Executive Board

On behalf of: Assima A/S

Serial number: PID:9208-2002-2-874932899965

IP: 176.21.xxx.xxx

2022-10-04 11:49:46 UTC

NEM ID 

Peter Aarø-Hansen

Chairman

On behalf of: Assima A/S

Serial number: PID:9208-2002-2-874932899965

IP: 176.21.xxx.xxx

2022-10-04 11:49:46 UTC

NEM ID 

Peter Aarø-Hansen

Board of Directors

On behalf of: Assima A/S

Serial number: PID:9208-2002-2-874932899965

IP: 176.21.xxx.xxx

2022-10-04 11:52:30 UTC

NEM ID 

Karl William Gilbank

Board of Directors

On behalf of: Assima A/S

Serial number: karl.gilbank@assima.net

IP: 149.241.xxx.xxx

2022-10-04 12:00:15 UTC



Jonathan Dionne

Board of Directors

On behalf of: Assima A/S

Serial number: jdionne@partneronecapital.com

IP: 107.171.xxx.xxx

2022-10-05 16:14:22 UTC



Anders Eriksen

State Authorised Public Accountant

On behalf of: EY Godkendt Revisionspartnerselskab

Serial number: CVR:30700228-RID:15790088

IP: 87.61.xxx.xxx

2022-10-06 05:43:33 UTC

NEM ID 

Birgit Morville Schroeder

State Authorised Public Accountant

On behalf of: EY Godkendt Revisionspartnerselskab

Serial number: CVR:30700228-RID:1267778135696

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