GAN INTEGRITY SOLUTIONS ApS

Kronprinsessegade 54, 2., 1306 Copenhagen K
CVR-nr. 28 27 97 79

Annual Report 2024

1 January - 31 December

The Annual Report has been presented and adopted at the Company's Annual General Meeting on 7 July 2025

Nicholas William Manolis

BDO Statsautoriseret revisionsaktieselskab
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Company Details

Company	GAN INTEGRITY SOLUTIONS ApS Kronprinsessegade 54, 2. 1306 Copenhagen K CVR No.: 28 27 97 79 Established: 1 October 2004 Municipality: Copenhagen Financial Year: 1 January - 31 December
Executive Board	Nicholas William Manolis Neil Hodgson Monica Elizabeth Bruni
Auditor	BDO Statsautoriseret revisionsaktieselskab Havneholmen 29 1561 Copenhagen V
Bank	Nordea Helgeshøj Alle 33 2630 Taastrup
Law Firm	DLA Piper Denmark Advokatpartnerselskab Oslo Plads 2 2100 Copenhagen Ø

Management's Statement

Today the Executive Board have discussed and approved the Annual Report of GAN INTEGRITY SOLUTIONS ApS for the financial year 1 January - 31 December 2024.

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 at 31 December 2024 and of the results of the Company's operations for the financial year 1 January - 31 December 2024.

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, 7 July 2025

Executive Board

Nicholas William Manolis	Neil Hodgson	Monica Elizabeth Bruni

The Independent Auditor's Report

To the Shareholder of GAN INTEGRITY SOLUTIONS ApS

Qualified Conclusion

We have performed an extended review of the Financial Statements of GAN INTEGRITY SOLUTIONS ApS for the financial year 1 January - 31 December 2024, which comprise income statement, Balance Sheet, statement of changes in equity and notes, including a summary of significant accounting policies. The Financial Statements are prepared under the Danish Financial Statements Act.

Based on the work performed and except for the possible effects of the matters described in the "Basis for Qualified Conclusion" paragraph, it is our conclusion that the Financial Statements give a true and fair view of the Company's financial position at 31 December 2024 and of the results of the Company's operations for the financial year 1 January - 31 December 2024 in accordance with the Danish Financial Statements Act.

Basis for Qualified Conclusion

Because we did not express an audit opinion in the annual report 2023 due to lack of audit evidence, we have further not been able satisfy ourselves concerning the ending balance of 31.12.2023 by alternative means in this years audit. The opening balance is furthermore adjusted with 31.5 million DKK compared to the annual report for 2023 and it has not been possible to obtain an audit evidence on the corrected opening balance. Since uncertainties in the opening balance can affect the determination of the results of operations in current years, we were unable to determine whether adjustments to the results of operations and opening retained earnings might be necessary for 2024. Our opinion on the current period's financial statements is modified because of the possible effect of this matter on the comparability of the current period's figures and the corresponding figures

We conducted our extended review in accordance with the Danish Business Authority's Assurance Standard for Small Enterprises and FSR – Danish Auditors' standard on extended review of Financial Statements prepared in accordance with the Danish Financial Statements Act. Our responsibilities under those standards and requirements are further described in the "Auditor's Responsibilities for the Extended Review of the Financial Statements" section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) and the additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements. In our opinion, the evidence we have obtained is sufficient and appropriate to provide a basis for our qualified conclusion.

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 Extended Review of the Financial Statements

Our responsibility is to express a conclusion on the Financial Statements. This requires that we plan and perform procedures in order to obtain limited assurance for our conclusion on the Financial Statements and in addition perform specifically required supplementary procedures to obtain further assurance for our conclusion.

An extended review comprises procedures that primarily consist of making inquiries of Management and others within the Company, as appropriate, analytical procedures and the specifically required supplementary procedures as well as evaluation of the evidence obtained.

The Independent Auditor's Report

The procedures performed in an extended review are less than those performed in an audit, and accordingly, we do not express an audit opinion on the Financial Statements.

Statement on the Management Commentary

Management is responsible for the Management Commentary.

Our conclusion on the Financial Statements does not cover the Management Commentary, and we do not express any form of assurance conclusion thereon.

In connection with our extended review of the Financial Statements, our responsibility is to read the Management Commentary and, in doing so, consider whether the Management Commentary is materially inconsistent with the Financial Statements or our knowledge obtained during the extended review, or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether the Management Commentary provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, we conclude that the Management Commentary 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 the Management Commentary.

Copenhagen, 7 July 2025

BDO Statsautoriseret revisionsaktieselskab
CVR no. 20 22 26 70

Søren Søndergaard Jensen
State Authorised Public Accountant
MNE no. mne32069

Management Commentary

Principal activities
The company is a technology provider on a SaaS basis to the GRC market

Unusual matters
The company's management has identified an error in the annual report due to the opening equity not matching the comparative figures for 2023.

Reference is also made to the description under applied accounting policies, including an explanation of the impact on the annual report resulting from the correction of material errors.

Significant events after the end of the financial year
No events have occurred after the end of the financial year of material importance for the Company's financial position.

Income Statement 1 January - 31 December

	Note	2024 DKK	2023 DKK
Gross profit		**21,417,028**	**32,031,332**
Staff costs	1	-44,952,137	-35,174,368
Depreciation, amortisation and impairment losses for tangible and intangible assets		-3,579,048	-6,750,531
Operating loss		**-27,114,157**	**-9,893,567**
Other financial income	2	534,332	42,743
Other financial expenses	3	-6,302,503	-2,924
Loss before tax		**-32,882,328**	**-9,853,748**
Tax on profit/loss for the year		0	0
Loss for the year		**-32,882,328**	**-9,853,748**

Proposed distribution of profit

Retained earnings		-32,882,328	-9,853,748
Total		**-32,882,328**	**-9,853,748**

Balance Sheet at 31 December

Assets

	Note	2024 DKK	2023 DKK
Development projects completed, including patents and similar rights originating from development projects		0	17,229,614
Intangible assets	4	**0**	**17,229,614**
Land and buildings		0	2,265,319
Other plant, fixtures and equipment		1,496,428	1,375,161
Property, plant and equipment	5	**1,496,428**	**3,640,480**
Rent deposit and other receivables		1,266,664	955,271
Financial non-current assets	6	**1,266,664**	**955,271**
Non-current assets		**2,763,092**	**21,825,365**
Trade receivables		9,358,346	11,260,048
Receivables from group enterprises		23,460,703	15,058,899
Other receivables		620,226	2,343,191
Prepayments		3,537,764	17,721,555
Receivables		**36,977,039**	**46,383,693**
Cash and cash equivalents		**385,283**	**856,396**
Current assets		**37,362,322**	**47,240,089**
Assets		**40,125,414**	**69,065,454**

Balance Sheet at 31 December

Equity and liabilities

	Note	2024 DKK	2023 DKK
Share capital		805,287	805,287
Reserve for development costs		0	8,538,401
Retained earnings		-253,331,932	-197,495,946
Equity		**-252,526,645**	**-188,152,258**
Lease liabilities		0	263,134
Prepayments received from customers		0	2,603,111
Payables to group enterprises		260,119,213	221,472,395
Non-current liabilities	7	**260,119,213**	**224,338,640**
Lease liabilities		0	2,064,560
Prepayments from customers		23,344,830	16,493,071
Trade payables		2,901,107	3,091,933
Other liabilities		6,286,909	11,229,508
Current liabilities		**32,532,846**	**32,879,072**
Liabilities		**292,652,059**	**257,217,712**
Equity and liabilities		**40,125,414**	**69,065,454**
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Equity

DKK	Share capital	Reserve for development costs	Retained earnings	Total
Equity at 1 January 2024	805,287	13,439,099	-202,396,644	-188,152,258
Change of equity due to correction of errors			-31,492,059	-31,492,059
Adjusted equity at 1 January 2024	**805,287**	**13,439,099**	**-233,888,703**	**-219,644,317**
Proposed profit allocation			-32,882,328	-32,882,328
Transfers				
Depreciations		-13,439,099	13,439,099	0
Equity at 31 December 2024	**805,287**	**0**	**-253,331,932**	**-252,526,645**

Notes

	2024 DKK	2023 DKK
1 | Staff costs		
Average number of full time employees	64	46
Wages and salaries	43,700,267	33,897,932
Social security costs	579,194	359,617
Other staff costs	672,676	916,819
	44,952,137	**35,174,368**

2 | Other financial income		
Interest income from group enterprises	534,332	0
Other interest income	0	42,743
	534,332	**42,743**

3 | Other financial expenses		
Interest expenses to group enterprises	5,410,040	0
Other interest expenses	892,463	2,924
	6,302,503	**2,924**

4 | Intangible assets

DKK	Development projects completed, including patents and similar rights originating from development projects
Cost at 1 January 2024	10,210,331
Cost at 31 December 2024	**10,210,331**
Amortisation at 1 January 2024	10,210,331
Amortisation at 31 December 2024	**10,210,331**
Carrying amount at 31 December 2024	**0**

Capitalized development projects are amortised over 3 years.

Notes

5 | Property, plant and equipment

DKK	Land and buildings	Other plant, fixtures and equipment
Cost at 1 January 2024	0	3,937,142
Additions	0	1,000,188
Cost at 31 December 2024	**0**	**4,937,330**
Depreciation and impairment losses at 1 January 2024	0	2,561,981
Depreciation for the year	0	878,923
Depreciation and impairment losses at 31 December 2024	**0**	**3,440,904**
Carrying amount at 31 December 2024	**0**	**1,496,426**

6 | Financial non-current assets

DKK	Rent deposit and other receivables
Cost at 1 January 2024	955,271
Additions	311,393
Cost at 31 December 2024	**1,266,664**
Carrying amount at 31 December 2024	**1,266,664**

7 | Long-term liabilities

DKK	31/12 2024 total liabilities	Debt outstanding after 5 years	31/12 2023 total liabilities
Lease liabilities	0	0	263,134
Deferred income	0	0	2,603,108
Payables to group enterprises	260,119,213	254,709,174	221,472,396
	260,119,213	**254,709,174**	**224,338,638**

8 | Contingencies etc.

Contingent liabilities

Joint liabilities

The Company is jointly and severally liable together with the Parent Company and the other group companies in the joint taxable group for tax on the group's joint taxable income and for certain possible withholding taxes, such as dividend tax, etc.

Tax payable on the Group's joint taxable income is stated in the annual report of GAN Integrity Solutions Holding ApS, which serves as management Company for the joint taxation.

Notes

9 | Charges and securities
There are no charges and securities at the balance sheet date.

10 | Going concern assumptions
The company is operating at a loss and has lost its equity. The ultimate parent company, GAN Integrity Holdings Inc., has issued a letter of support to the Company, in which the ultimate parent company commits to guaranteeing the company's obligations and thereby ensuring the subsidiary's continued operations until December 31, 2025. Based on this letter of support and management's assessment of the company's future earning potential, management believes that the company can continue its operations, and therefore the annual report has been prepared on a going concern basis.

11 | Consolidated Financial Statements
The company is included in the consolidated financial statements of the parent company, GAN Integrity Holdings Inc.
228 Park Avenue S, PMB 44939
New York, NY 10003
USA

Accounting Policies

The Annual Report of GAN INTEGRITY SOLUTIONS ApS for 2024 has been presented in accordance with the provisions of the Danish Financial Statements Act for enterprises in reporting class B and certain provisions applying to reporting class C.

The Annual Report is prepared consistently with the accounting principles applied last year.

Change resulting from material misstatement
It has been established that the 2024 annual report contains a material error due to the opening equity not matching the comparative figures for 2023.

The company recognizes assets and liabilities in accordance with the accounting policies applied by the group and subsequently adjusts these to comply with the provisions of the Danish Financial Statements Act. In 2024, it was found that the opening equity did not align with the 2023 annual report as a result of this process. Since assets and liabilities have been correctly recognized in 2024, this has resulted in an error in equity amounting to DKK 31.5 million.

The error has been incorporated into the 2024 annual report directly as an adjustment to equity, and thus, the comparative figures have not been restated.

The error has been incorporated in the annual report as an adjustment to opening equity, thereby adjusting equity by DKK 31.5 million as of the beginning of the year. The error has no impact on the loss for the year, nor does it affect the total balance sheet. The change also has no impact on calculated taxes.

The impact of the material error has been recognized directly in opening equity under the line item "Correction of errors." Comparative figures have not been adjusted.

Income Statement

Net revenue
Sale of services is generally recognised on the basis of a measurable degree of completion, using straight-line recognition of services delivered over time in a regular pattern. Where the degree of completion is not measurable or the sales value or the total costs of completion are uncertain, revenue is recognised by the amount that the enterprise as a maximum believes to have a right to claim and is expected to be received for services delivered at the Balance Sheet date.

Cost of sales
Cost of sales comprise costs incurred to achieve the net revenue for the year, including direct and indirect costs of raw materials and consumables.

Costs of raw materials and consumables
Raw materials and consumables comprises the costs of raw materials and consumables used to reach the revenue for the year. Additionally, decrease or increase of inventories of raw materials and consumables for the year is included, as well as normal impairment of inventories of raw materials and consumables.

Other external expenses
Other external expenses include other production, sales, delivery and administrative costs, including costs of energy, marketing, premises, loss on bad debts, operating lease expenses, etc

Payments related to operating lease expenses and other lease agreements are recognised in the Income Statement over the contract period. The Company's total liability concerning operating and other lease agreements are stated under contingencies, etc.

Staff costs

Accounting Policies

Staff costs comprise wages and salaries, including holiday pay and pensions, and other costs of social security etc., for the Company's employees.

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
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.

Balance Sheet

Intangible fixed assets
Development projects comprise costs, including wages and salaries, and amortisation, which directly or indirectly can be related to the Company's development activities and which fulfil the criteria for recognition in the Balance Sheet.

The accounting item is measured at the lower of the capitalised costs less accumulated amortisation and recoverable amount. Capitalised development costs are amortised on a straight-line basis over the estimated useful life after completion of the development work. The amortisation period is normally 3 years.

Intangible fixed assets are generally written down to the recoverable amount if this is lower than the carrying amount.

Profit or loss from sale of intangible fixed assets is calculated at the difference between the sales price and the carrying amount at the time of the sale. Profit and loss are recognised in the Income Statement under other operating income or other operating expenses.

Property, plant and equipment
Land and buildings, production plant and machinery, other plant, fixtures and equipment are measured at cost less accumulated depreciation and impairment losses.

The depreciation base is cost less estimated residual value after end of useful life.

The cost includes the acquisition price and costs incurred directly in connection with the acquisition until the time when the asset is ready to be used.

Straight-line depreciation is provided on the basis of an assessment of the expected useful lives of the assets and their residual value:

	Useful life	*Residual value*
Other plant, fixtures and equipment	*3-4 years*	*0%*

Profit or loss on sale of tangible fixed assets is stated as the difference between the sales price less selling costs and the carrying amount at the date of sale. Profit or loss is recognised in the Income Statement as other operating income or other operating expenses.

Accounting Policies

Lease contracts
Lease contracts relating to tangible fixed assets
The capitalised residual lease liability is recognised in the Balance Sheet as a liability and the interest portion of the lease payment is recognised in the Income Statement over the contract period.

Financial non-current assets
Deposits include rental deposits which are recognised and measured at cost. Deposits are not depreciated.

Impairment of fixed assets
The carrying amount of intangible fixed and property, plant and equipment together with fixed assets, which are not measured at fair value,, are assessed annually for indications of impairment other than that reflected by amortisation and depreciation.

In the event of impairment indications, an impairment test is made for each asset or group of assets, respectively. If the recoverable amount is lower than the carrying amount, the asset is written down to the recoverable amount.

The recoverable amount is calculated at the higher of the capital value and the sales value less expected costs of a sale. The capital value is determined as the Company's share in the current value of the net cash flows which the subsidiary is expected to generate through its activities and from sale of assets after the end of their useful lives. A discount rate is used which reflects the risk-free market rate and the owners' minimum return on interest requirements for similar assets. The growth rate in the terminal period is determined in accordance with the standards within the industry.

Receivables
Receivables are measured at amortised cost which usually corresponds to nominal value. The value is written down to meet expected losses.

Write-off is performed to provide for losses when an objective indication has been assessed to have incurred that a receivable or a portfolio of receivables are impaired. If there is an objective indication that an individual receivable is impaired, the write-off is performed at individual level.

Receivables for which there are no objective indication of impairment at individual level are assessed at portfolio level for objective indication of impairment. The portfolios are primarily based on the debtors' registered office and credit rating in accordance with the Company's policy for credit risk management. The objective indicators, which are applied for portfolios, are determined based on the historical loss experiences.

Write-off is determined as the difference between the carrying amount of receivables and the present value of the expected cash flows, including realisable value of any received collaterals. The effective interest rate is used as discount rate for the single receivable or portfolio.

Accruals, assets
Accruals recognised as assets include costs incurred relating to the subsequent financial year.

Tax payable and deferred tax
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.

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

Accounting Policies

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.

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.