

DigiShares A/S

Niels Jernes vej 10, 9220 Aalborg Øst
CVR no. 40 62 36 20

Annual report for 2024

Årsrapporten er godkendt på den
ordinære generalforsamling, d. 31.07.25

Claus Skaaning
Dirigent

Company information etc.	3
Statement by the Executive Board and Board of Directors on the annual report	4
Independent auditor's report on extended review	5 - 6
Income statement	7
Balance sheet	8 - 9
Statement of changes in equity	10
Notes	11 - 22

The company

DigiShares A/S
Niels Jernes vej 10
9220 Aalborg Øst
Registered office: Aalborg
CVR no.: 40 62 36 20
Financial year: 01.01 - 31.12

Executive Board

Claus Skaaning

Board of Directors

Claus Skaaning
Yuriy Mikhaylovich Zubarovskiy
Ulrik Lehrskov-Schmidt

Auditors

Beierholm
Godkendt 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 01.01.24 - 31.12.24 for DigiShares 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 31.12.24 and of the results of the company's activities for the financial year 01.01.24 - 31.12.24.

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

Aalborg, July 30, 2025

Executive Board

Claus Skaaning

Board of Directors

Claus Skaaning

Yuriy Mikhaylovich
Zubarovskiy

Ulrik Lehrskov-Schmidt

To the Shareholder of DigiShares A/S**AUDITORS'S REPORT ON THE FINANCIAL STATEMENTS****Conclusion**

We have conducted an extended review of the financial statements of DigiShares A/S for the financial year 01.01.24 - 31.12.24, which comprise income statement, balance sheet, statement of changes in equity and notes to the financial statements, including material accounting policy information. The financial statements are prepared in accordance with the Danish Financial Statements Act.

Based on the work performed, in our opinion, the financial statements give a true and fair view of the company's financial position at 31.12.24 and of the results of the company's operations for the financial year 01.01.24 - 31.12.24 in accordance with the Danish Financial Statements Act.

Basis for conclusion

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' 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 evidence we have obtained is sufficient and appropriate to provide a basis for our basis for conclusion.

Management's responsibility for the financial statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the 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.

Independent auditor's report on extended review

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 inquiries to management and others within the company, as appropriate, analytical procedures, the specifically required supplementary procedures as well as evaluation of the evidence obtained.

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.

VIOLATION OF THE DANISH FINANSIEAL STATEMENTS ACT

The company's annual report was not submitted to the Danish Business Authority within the time limit stipulated in the Danish Financial Statements Act, and the management may therefore incur liability.

Hobro, July 30, 2025

Beierholm

Godkendt Revisionspartnerselskab
CVR no. 32 89 54 68

Jan Carøe Sørensen

State Authorised Public Accountant
MNE-no. mne28583

Income statement

Note		2024 DKK	2023 DKK
	Gross loss	-1,620,594	-2,179,353
4	Staff costs	-2,521,796	-3,650,883
	Loss before depreciation, amortisation, write-downs and impairment losses	-4,142,390	-5,830,236
	Amortisation and impairments losses of intangible assets	-255,517	-210,647
	Operating loss	-4,397,907	-6,040,883
5	Income from equity investments in group enterprises	0	-319,093
6	Financial expenses	-504,620	-357,345
	Loss before tax	-4,902,527	-6,717,321
	Tax on loss for the year	1,082,945	1,409,052
	Loss for the year	-3,819,582	-5,308,269
Proposed appropriation account			
	Retained earnings	-3,819,582	-5,308,269
	Total	-3,819,582	-5,308,269

Balance sheet

ASSETS			
Note		31.12.24 DKK	31.12.23 DKK
	Completed development projects	1,923,221	2,178,738
7	Total intangible assets	1,923,221	2,178,738
	Total non-current assets	1,923,221	2,178,738
	Trade receivables	402,355	67,155
	Receivables from group enterprises	67,250	84,500
	Deferred tax asset	2,860,841	1,777,896
	Income tax receivable	0	166,483
	Other receivables	38,643	74,077
	Total receivables	3,369,089	2,170,111
	Cash	333,160	2,207,765
	Total current assets	3,702,249	4,377,876
	Total assets	5,625,470	6,556,614

Balance sheet

EQUITY AND LIABILITIES

Note		31.12.24 DKK	31.12.23 DKK
	Share capital	600,645	600,645
	Reserve for development costs	1,500,112	1,699,416
	Retained earnings	-4,637,416	-1,017,140
	Total equity	-2,536,659	1,282,921
9	Payables to other credit institutions	2,320,898	2,625,290
9	Deferred income	1,007,949	1,150,394
	Total long-term payables	3,328,847	3,775,684
9	Short-term part of long-term payables	672,557	475,445
	Trade payables	57,778	62,088
	Payables to group enterprises	3,962,975	689,091
	Other payables	139,972	271,385
	Total short-term payables	4,833,282	1,498,009
	Total payables	8,162,129	5,273,693
	Total equity and liabilities	5,625,470	6,556,614

10 Contingent liabilities

11 Charges and security

Statement of changes in equity

Figures in DKK	Share capital	Reserve for development costs	Retained earnings
Statement of changes in equity for 01.01.24 - 31.12.24			
Balance as at 01.01.24	600,645	1,699,416	-479,647
Net effect of correction of material errors	0	0	-537,491
Adjusted balance as at 01.01.24	600,645	1,699,416	-1,017,138
Transfers to/from other reserves	0	-199,304	199,304
Net profit/loss for the year	0	0	-3,819,582
Balance as at 31.12.24	600,645	1,500,112	-4,637,416

1. Information as regards going concern

The company has lost more than half of its share capital. Management expects that the share capital will be restored through the company's own earnings in the coming years.

The parent company has committed to providing the necessary liquidity for the company's operations in the coming year. On this basis, the annual report has been prepared with a view going concern.

2. Uncertainty concerning recognition and measurement

In the financial statements for 2024, it is important to note the following uncertainty as regards recognition and measurement as it has had a significant influence on the assets and liabilities recognised in the financial statements:

The company has recognized a deferred tax asset of t.DKK 2.861. The tax asset can primarily be attributed to carried forward tax losses. The company does not yet have sufficient valid data to be able to estimate expectations for earnings for the next 3 – 5 years, but based on management's assessment of the company's earning potential after there is expectedly a finished product package in 2025, the earnings in 2025 and onwards will be able to cover the carryforward tax losses. If the actual results for the next 3 – 5 years deviate from management's expectations, this can correspondingly affect the valuation of the tax asset.

3. Primary activities

The company's activities comprise developing and selling software.

	2024	2023
	DKK	DKK

4. Staff costs

Wages and salaries	2,401,050	3,429,446
Pensions	70,380	82,080
Other social security costs	16,731	26,791
Other staff costs	33,635	112,566
Total	2,521,796	3,650,883
Average number of employees during the year	5	8

5. Income from equity investments in group enterprises

Share of profit or loss of group enterprises	0	-319,093
Total	0	-319,093

6. Financial expenses

Interest, group enterprises	68,369	0
Other interest expenses	312,681	200,256
Foreign currency translation adjustments	123,570	57,089
Other financial expenses	0	100,000
Total	504,620	357,345

7. Intangible assets

Figures in DKK	Completed development projects
Cost as at 01.01.24	2,555,162
Cost as at 31.12.24	2,555,162
Amortisation and impairment losses as at 01.01.24	-376,424
Amortisation during the year	-255,517
Amortisation and impairment losses as at 31.12.24	-631,941
Carrying amount as at 31.12.24	1,923,221

There are no special prerequisites for recognition of development activities.

8. Equity investments in group enterprises

Figures in DKK	Equity investments in group enterprises
Cost as at 01.01.24	201,139
Cost as at 31.12.24	201,139
Depreciation and impairment losses as at 01.01.24	-1,361,861
Impairment losses during the year	1,372,946
Net profit/loss from equity investments	-212,224
Depreciation and impairment losses as at 31.12.24	-201,139
Carrying amount as at 31.12.24	0

8. Equity investments in group enterprises - continued -

Name and registered office:	Ownership interest
Subsidiaries:	
DigiShares GmbH, Tyskland	100%

9. Long-term payables

Figures in DKK	Repayment first year	Outstanding debt after 5 years	Total payables at 31.12.24	Total payables at 31.12.23
Payables to credit institutions	530,112	427,083	2,851,010	2,958,290
Deferred income	142,445	438,453	1,150,394	1,292,839
Total	672,557	865,536	4,001,404	4,251,129

10. Contingent liabilities*Other contingent liabilities*

The company is taxed jointly with the other Danish companies in the group and is liable for income taxes on a pro rata basis and must comply with any obligations to withhold tax at source on interest, royalties and dividends for the jointly taxed companies. The maximum liability totals an amount corresponding to the share of the capital in the company which is owned directly or indirectly by the ultimate parent. The total tax liability for the jointly taxed companies at the balance sheet date has not yet been determined. For further information, please see the financial statements of the management company Danger Island ApS.

11. Charges and security

As security for debt to credit institutions of DKK 2.931k, a company charge of nom. DKK 2.750k has been provided comprising goodwill, intangible rights, other plants, fixtures and fittings, tools and equipment and inventories, trade receivables as well as fuels and other ancillary materials. The total carrying amount of the comprised assets is DKK 2.326k.

12. 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.

Material error

The company has identified a material error in the financial statements for 2023.

The parent company, DigiShares Inc., mistakenly overpaid USD 101k in Transfer Pricing compensation in 2023. This has been corrected by recognizing the amount as a receivables from group enterprises in the balance sheet of the parent company.

The correction has a negative impact on the net loss for 2023 by DKK 537k. As at 31.12.23, equity is reduced by DKK 537k, and the balance sheet total is increased by DKK 152.

Comparative figures for 2023 have been restated in the income statement, balance sheet and notes. The accumulated effect of material errors has been recognised directly in equity at the beginning of the comparative year.

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.

12. Accounting policies - continued -**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. Fixed assets and other non-monetary assets acquired in foreign currencies are translated using historical exchange rates.

On recognition of independent foreign entities, the income statements are translated at the exchange rates applicable at the transaction date or approximate average exchange rates. The balance sheet items are translated using the exchange rates applicable at the balance sheet date. Foreign currency translation adjustments arising from the translation of equity at the beginning of the year using the exchange rates applicable at the balance sheet date and from the translation of income statements from average exchange rates to the exchange rates applicable at the balance sheet date are recognised directly in equity under the reserve for net revaluation according to the equity method in respect of investments measured according to the equity method, and otherwise under the foreign currency translation reserve.

Translation adjustments of intercompany balances with independent foreign entities, measured using the equity method and where the balance is considered to be part of the overall investment, are recognised directly in equity under the foreign currency translation reserve. On the divestment of foreign entities, accumulated exchange differences are recognised in the income statement.

GRANTS

Grants are recognised when there is reasonable certainty that the grant conditions have been met and that the grant will be received.

Grants received for the production or construction of assets are recognised as deferred income under payables. For amortisable assets, the grant is recognised as the asset is amortised.

12. Accounting policies - continued -**INCOME STATEMENT****Gross loss**

Gross loss comprises revenue, work performed for own account and capitalised and other operating income 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 of VAT and other taxes collected on behalf of third parties and less discounts.

Work performed for own account and capitalised

Work performed for own account and capitalised comprises cost of sales, wages and salaries and other internal expenses incurred during the year and included in the cost of self-constructed or self-produced intangible assets.

Other operating income

Other operating income comprises income of a secondary nature in relation to the enterprise's activities, including rental income, negative goodwill and gains on the sale of intangible assets and property, plant and equipment.

Other external expenses

Other external expenses comprise costs relating to distribution, sales and advertising and administration, premises and bad debts to the extent that these do not exceed normal write-downs.

Staff costs

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

12. Accounting policies - continued -**Amortisation and impairment losses**

The amortisation of intangible assets aim at systematic amortisation over the expected useful lives of the assets. Assets are amortised according to the straight-line method based on the following expected useful lives and residual values:

	Useful life, year	Residual value, per cent
Completed development projects	10	0

The basis of amortisation is the cost of the asset less the expected residual value at the end of the useful life. Moreover, the basis of amortisation is reduced by any impairment losses. The useful life and residual value are determined when the asset is ready for use and reassessed annually.

Intangible assets are impaired in accordance with the accounting policies referred to in the 'Impairment losses on fixed assets' section.

Income from equity investments in group enterprises

For equity investments in equity investments in subsidiaries, measured using the equity method, the share of the enterprises' profit or loss is recognised in the income statement after elimination of unrealised intercompany profits and losses and less any goodwill amortisation and impairment losses.

Income from equity investments in equity investments in subsidiaries also comprises gains and losses on the sale of equity investments.

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.

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.

12. Accounting policies - continued -

The company is jointly taxed with Danish consolidated enterprises.

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

Intangible assets

Completed development projects

Development projects are recognised in the balance sheet where the project aims at developing a specific product or a specific process, intended to be produced or used, respectively, by the company in its production process. On initial recognition, development projects are measured at cost. Cost comprises the purchase price plus expenses resulting directly from the purchase, including wages and salaries directly attributable to the development projects until the asset is ready for use. Interest on loans arranged to finance development projects in the development period is not included in the cost. Other development projects and development costs are recognised in the income statement in the year in which they are incurred.

Development projects are subsequently measured in the balance sheet at cost less accumulated amortisation and impairment losses.

Completed development projects are amortised using the straight-line method based on useful lives, which are stated in the 'Amortisation and impairment losses' section.

Gains or losses on the disposal of intangible assets are determined as the difference between the selling price, if any, less selling costs and the carrying amount at the date of disposal.

Equity investments in group enterprises

Equity investments in subsidiaries are recognised and measured according to the equity method. For equity investments in subsidiaries, the equity method is considered a measurement method.

On initial recognition, equity investments measured according to the equity method are measured at cost. Transaction costs directly attributable to the acquisition are recognised in the cost of equity investments.

12. Accounting policies - continued -

Under subsequent recognition and measurement of equity investments according to the equity method, equity investments are measured at the proportionate share of the enterprises' equity value, determined according to the accounting policies of the parent, adjusted for the remaining value of goodwill and gains and losses on transactions with the enterprises in question. Equity investments, where information for recognition according to the equity method is not known, are measured at cost.

Equity investments with a negative carrying amount are measured at DKK 0. Receivables that are considered part of the combined investment in the enterprises in question are impaired by any remaining negative equity value. Other receivables from such enterprises are impaired to the extent that such receivables are considered uncollectible. Provisions to cover the remaining negative equity value are recognised to the extent that the company has a legal or constructive obligation to cover the liabilities of the enterprise in question.

Gains or losses on disposal of equity investments are determined as the difference between the disposal consideration and the carrying amount of net assets at the time of sale, including non-amortised goodwill, as well as the expected costs of divestment or discontinuation. Gains and losses are recognised in the income statement under income from equity investments.

Impairment losses on fixed assets

The carrying amount of fixed assets which are not measured at fair value is assessed annually for indications of impairment over and above what is reflected in amortisation.

If the company's realised return on an asset or a group of assets is lower than expected, this is considered an indication of impairment.

If there are indications of impairment, an impairment test is conducted of individual assets or groups of assets.

The assets or groups of assets are impaired to the lower of recoverable amount and carrying amount.

The higher of net selling price and value in use is used as the recoverable amount. The value in use is determined as the present value of expected net cash flows from the use of the asset or group of assets as well as expected net cash flows from the sale of the asset or group of assets after the expiry of their useful lives.

Impairment losses are reversed when the reasons for the impairment no longer exist.

12. Accounting policies - continued -**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.

Cash

Cash includes deposits in bank account.

Equity

The net revaluation of equity investments measured according to the equity method is recognized in the net revaluation reserve in equity according to the equity method to the extent that the carrying amount exceeds the cost.

An amount equivalent to internally generated development costs in the balance sheet is recognised in equity under reserve for development costs. The reserve is measured less deferred tax and reduced by amortisation and impairment losses on the asset. If impairment losses on development costs are subsequently reversed, the reserve will be restored with a corresponding amount. The reserve is dissolved when the development costs are no longer recognized in the balance sheet, and the remaining amount will be transferred to retained earnings.

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.

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

12. Accounting policies - continued -

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

Long-term payables are measured at cost at the time of contracting such liabilities (raising of the loan). The payables are subsequently measured at amortised cost where capital losses and loan expenses are recognised in the income statement as a financial expense over the term of the payable on the basis of the calculated effective interest rate in force at the time of contracting the liability.

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.

Deferred income

Deferred income under liabilities comprises payments received in respect of income in subsequent financial years.