

Airofit A/S

Titangade 11
2200 København N

CVR no. 37 61 87 72

Annual report for 2024

(9th Financial year)

Adopted at the annual general meeting
on 28 May 2025

Kim Hamby Håkonsson
chairman

Table of contents

	Page
Statements	
Statement by management on the annual report	1
Independent auditor's report	2
Management's review	
Company details	5
Management's review	6
Financial statements	
Accounting policies	8
Income Statement	13
Balance Sheet	14
Statement of changes in equity	16
Notes	17

Statement by management on the annual report

The supervisory board and executive board have today discussed and approved the annual report of Airofit A/S for the financial year 1 January - 31 December 2024.

The annual report is prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the company's 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 our opinion, management's review includes a fair review of the matters dealt with in the management's review.

Management recommends that the annual report should be approved by the company in general meeting.

Copenhagen, 28 May 2025

Executive board

Christian Tullberg Poulsen
Director

Supervisory board

Christian Tullberg Poulsen

Kim Hamby Håkonsson
chairman

Independent auditor's report

To the shareholders of Airofit A/S

Auditors' Report on the Financial Statements

Opinion

We have audited the financial statements of Airofit A/S for the financial year 1 January - 31 December 2024, which comprise a summary of significant accounting policies, income statement, balance sheet, statement of changes in equity and notes. The financial statements are prepared under 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 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 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' 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 and IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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 the 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.

Independent auditor's report

As part of an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting in preparing the financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are 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.
- Plan and perform the audit of the Financial Statements to obtain sufficient appropriate audit evidence regarding the consolidated financial information of the entities or business units as a basis for forming an opinion on the Financial Statements. We are responsible for the direction, supervision and review of the audit work performed. We remain solely responsible for our audit opinion.

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 management's review

Management is responsible for management's review.

Independent auditor's report

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

In connection with our audit of the financial statements, our responsibility is to read management's review and, in doing so, consider whether management's review is materially inconsistent with the financial statements or our knowledge obtained during the audit, or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether management's review provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, we conclude that 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 management's review.

Report on other legal and regulatory requirements

Requirements regarding treasury shares in the Company Act.

The Company has acquired 25.500 treasury shares without the required free reserves. The management has therefore violated the Danish Company Act. Subsequent to the balance sheet date, management has rectified the matter through the sale of treasury shares to an external party.

Hellerup, 28 May 2025

CVR no. 33 25 68 76



Søren Jonassen
Statsautoriseret revisor
mne18488

Company details

The company

Airofit A/S
Titangade 11
2200 København N

CVR no.: 37 61 87 72

Reporting period: 1 January - 31 December 2024

Incorporated: 18 April 2016

Domicile: Copenhagen

Supervisory board

Christian Tullberg Poulsen
Kim Hamby Håkonsson, chairman

Executive board

Christian Tullberg Poulsen, director

Auditors

Crowe
Statsautoriseret Revisionsinteressentskab v.m.b.a.
Rygårds Allé 104
2900 Hellerup

Management's review

Business review

Airofit A/S designs, manufactures and markets smart and passive Respiratory Muscle Trainers and accessories, and sells a variety of related services and bundles. Airofit A/S is a Danish corporation established in 2016.

Financial review

The company's income statement for the year ended 31 December 2024 shows a loss of DKK 98.076, and the balance sheet at 31 December 2024 shows equity of DKK 1.697.505.

The net result for the year has been significantly positively impacted by non-recurring income, which, in management's assessment, is not expected to recur. Reference is made to note 2 of the financial statements for further information.

The loss do not meet the expectations for 2024.

The markets for Airofit A/S's products and services remain undeveloped and are characterized by little or no competition. Airofit A/S expects new smart device competitors to enter the breathing market in 2025 and forward, resulting in a wider customer segment that will understand and know about Respiratory Muscle Training and its benefits on both the sports and medical segments. Airofit A/S will continue to focus on being the top product in the market.

Airofit A/S is a unique concept as it designs and develops nearly the entire solution for its products, including the hardware, operating system, numerous software applications and related services.

Significant events occurring after the end of the financial year

No events have occurred after the balance sheet date which could significantly affect the company's financial position.

Outlook

We are planning to grow our manufacturing and logistic capacity as rapidly as possible. Over a multi-year horizon, we expect significant annual growth in capacity and sales. The rate of growth will depend on our ability of penetrate new segments/market, where equipment capacity, operational efficiency and capacity and stability of the supply chain is a key to the success.

Management's review

The company's knowledge resources if of particular importance to its future earnings

Airofit A/S currently holds a collection of intellectual property rights relating to certain aspects of its hardware devices, accessories, software, and services. This includes patents, copyrights, trademarks, and other forms of intellectual property rights in the EU, U.S., and other countries.

Airofit Pro Sport® is Airofit A/S's line of smart respiratory muscle trainers aimed at athletes. The Airofit System is based on our unique training system.

Airofit Active® is Airofit A/S's line of passive training units with a guided training APP.

The science behind the modules in the training app is based on proven Respiratory Muscular Training Protocols developed by thought leaders in the respiratory training space, as well as input from medical doctors, World Champion athletes and top mental state coaches.

Airofit's training app guides you through specific training protocols, tracks your baseline capacities and progress, as well as allows you and your coach if needed, to view your training for compliance and recommendations.

Airofit Pro Sport® and Airofit Active® is being used by top level athletes around the world with great results.

Our mission is to become a market leader regarding RMT devices and to help people breathe better through the Airofit Breathing Universe.

Disclosure of treasury shares

Information on treasury shares in the company's portfolio

Number of treasury shares in the company's portfolio: 25.500 shares

Accounting par value of treasury shares in the company's portfolio: kr. 25.500

Percentage of the contributed capital, etc. of treasury shares in the company's portfolio: 2,9 %

Accounting policies

The annual report of Airofit A/S for 2024 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to reporting class B entities, as well as provisions applying to reporting class C entities.

The accounting policies applied are consistent with those of last year.

Pursuant to sections §110 subsection 1, of the Danish Financial Statements Act, the company has not prepared consolidated financial statements.

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 amortisation, depreciation and impairment losses, 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 the asset 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 the liability can be measured reliably.

On initial recognition, assets and liabilities are measured at cost. On subsequent recognition, assets and liabilities are measured as described below for each individual accounting item.

Certain financial assets and liabilities are measured at amortised cost using the effective interest method. Amortised cost is calculated as the historic cost less any installments and plus/less the accumulated amortisation of the difference between the cost and the nominal amount.

On recognition and measurement, allowance is made for predictable losses and risks which occur before the annual report is presented and which confirm or invalidate matters existing at the balance sheet date.

Income statement

Gross profit

Gross profit reflects an aggregation of revenue and other operating income less costs of raw materials and consumables and other external expenses.

Revenue

Income from the sale of goods for resale and finished goods is recognised in the income statement, provided that the transfer of risk, usually on delivery to the buyer, has taken place and that the income can be measured reliably and is expected to be received.

Revenue is measured at the fair value of the agreed consideration, excluding VAT and other indirect taxes. Revenue is net of all types of discounts granted.

Accounting policies

Other operating income

The item Other operating income includes items of a secondary nature relative to the company's activities, including gains on the sale of intangible assets and items of property, plant and equipment, operating losses, indemnities relating to operating losses and conflicts as well as payroll refunds. Indemnities are recognised when it is more probable than not that the company is going to be indemnified.

Other external costs

Other external costs include expenses related to distribution, sale, advertising, administration, premises, bad debts, payments under operating leases, etc.

Other external costs also comprise research and development costs that do not qualify for capitalisation.

Staff costs

Staff costs include wages and salaries, including compensated absence and pensions, as well as other social security contributions, etc. made to the entity's employees.

Financial income and expenses

Financial income and expenses are recognized in the income statement with the amounts relating to the financial year. Financial items comprise interest income and expenses as well as supplements and reimbursement under the advance tax scheme, etc.

Tax on profit/loss for the year

The company is subject to the Danish rules on compulsory joint taxation.

Tax for the year, which comprises the current tax charge for the year and changes in the deferred tax charge, is recognised in the income statement as regards the portion that relates to the profit/loss for the year and directly in equity as regards the portion that relates to entries directly in equity.

Balance sheet

Intangible assets

Development projects, patents and licences

Development costs comprise costs, wages/salaries and amortisation losses that are directly and indirectly attributable to the company's development activities.

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

Following the completion of the development work, development costs are amortised on a straight-line basis over the estimated useful life. The amortisation period 10 years.

Accounting policies

Gains and losses on the disposal of development projects, patents and licences are determined as the difference between the selling price less costs to sell and the carrying amount at the date of disposal. Gains or losses are recognised in the income statement as other operating income or other operating expenses, respectively.

Tangible assets

Other plant, equipment and fixtures and fittings are measured at cost less accumulated amortization and impairment losses.

The depreciable amount is cost less the expected residual value at the end of the useful life.

Cost comprises the purchase price and any costs directly attributable to the acquisition until the date when the asset is available for use. The cost of self-constructed assets comprises direct and indirect costs of materials, components, sub-suppliers and wages.

Straight-line depreciation is provided on the basis of the following estimated useful lives of the assets:

	Useful life
Other fixtures and fittings	2-5 years

Assets costing less than DKK 33.100 are expensed in the year of acquisition.

Gains and losses on the sale of items of property, plant and equipment are calculated as the difference between the selling price, less costs to sell, and the carrying amount at the time of sale.

Gains or losses on the sale of items of property, plant and equipment are recognised in the income statement under other operating income or other operating expenses, respectively.

Investments in subsidiaries, associates and participating interests

Investments in subsidiaries, associates and participating interests are measured at the proportionate share of the net asset value of the entities, calculated on the basis of the group's accounting policies, plus or less unrealised intra-group gains or losses and plus or less any remaining value of positive or negative goodwill stated according to the purchase method. Negative goodwill is recognised in the income statement on acquisition. Where the negative goodwill relates to contingent liabilities having been taken over, the negative goodwill is not recognised until the contingent liabilities have been settled or no longer exist.

Investments in subsidiaries, associates and participating interests with a negative net asset value are measured at DKK 0, and the carrying amount of any receivables from these entities is reduced to the extent that they are considered irrecoverable. If the parent company has a legal or constructive obligation to cover a deficit that exceeds the receivable, the balance is recognised under provisions.

Accounting policies

Acquirees are accounted for using the purchase method, see the above description of consolidated financial statements and calculation of goodwill.

Stocks

Stocks are measured at cost using the FIFO method. Where the net realisable value is lower than the cost, inventories are recognised at this lower value.

The cost of goods for resale, raw materials and consumables comprises the purchase price plus delivery costs.

The cost of finished goods and work in progress includes the cost of raw materials, consumables, direct cost of labour and production/production overheads.

The net realisable value of stocks is calculated as the expected selling price less direct costs of completion and expenses incurred to effect the sale. The net realisable value is determined taking into account marketability, obsolescence and expected selling price movements.

Receivables

Receivables are measured at amortised cost.

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 is impaired, an impairment loss for that individual asset is recognised.

Prepayments

Prepayments recognised under 'Current assets' comprises expenses incurred concerning subsequent financial years.

Equity

Reserve for development costs

An amount corresponding to capitalised development costs is recognised in the reserve. The reserve is reduced as development costs are amortised.

Dividends

Proposed dividends are disclosed as a separate item under equity. Dividends are recognised as a liability when declared by the annual general meeting of shareholders.

Income tax and deferred tax

Current tax liabilities and current tax receivables are recognised in the balance sheet as the estimated tax on the taxable income for the year, adjusted for tax on the taxable income for previous years and tax paid on account.

Accounting policies

The company and all its Danish group entities are taxed on a joint basis. The current income tax charge is allocated between the jointly taxed entities relative to their taxable income. Tax losses are allocated based on the full absorption method. The jointly taxed entities are eligible for the Danish Tax Prepayment Scheme.

Joint taxation contributions payable and receivable are recognised in the balance sheet as 'Joint taxation contributions receivable' or 'Joint taxation contributions payable'.

Deferred tax is measured according to the liability method in respect of temporary differences between the carrying amount of assets and liabilities and their tax base, calculated on the basis of the planned use of the asset and settlement of the liability, respectively. Deferred tax is measured at net realisable value.

Deferred tax assets, including the tax base of tax losses allowed for carry forward, are measured at the value to which the asset is expected to be realised, either as a set-off against tax on future income or as a set-off against deferred tax liabilities within the same legal tax entity. Any deferred net tax assets are measured at net realisable value.

Liabilities

Financial liabilities are recognised on the raising of the loan at the proceeds received net of transaction costs incurred. On subsequent recognition, the financial liabilities are measured at amortised cost, corresponding to the capitalised value, using the effective interest method. Accordingly, the difference between the net proceeds and the nominal value is recognised in the income statement over the term of the loan.

Liabilities, which include debt to suppliers and other debt, are measured at amortized cost, which usually corresponds to nominal value.

Foreign currency translation

On initial recognition, foreign currency transactions are translated applying the exchange rate at the transaction date. Foreign exchange differences arising between the exchange rates at the transaction date and at the date of payment are recognised in the income statement as financial income or financial expenses. If foreign currency instruments are considered cash flow hedges, any unrealised value adjustments are taken directly to a fair value reserve under 'Equity'.

Receivables and payables and other monetary items denominated in foreign currencies are translated at the exchange rates at the balance sheet date. The difference between the exchange rates at the balance sheet date and the date at which the receivable or payable arose or was recognised in the latest financial statements is recognised in the income statement as financial income or financial expenses.

Income statement
1 January 2024 - 31 December 2024

	<u>Note</u>	<u>2024</u> DKK	<u>2023</u> TDKK
Gross profit	2	7.875.503	8.232
Staff costs	1	<u>-4.117.097</u>	<u>-7.988</u>
Profit/loss before amortisation/depreciation and impairment losses		3.758.406	244
Depreciation, amortisation and impairment of intangible assets and property, plant and equipment		<u>-1.716.476</u>	<u>-1.756</u>
Profit/loss before net financials		2.041.930	-1.512
Income from investments in subsidiaries		41.122	39
Financial costs	3	<u>-2.204.466</u>	<u>-2.256</u>
Profit/loss before tax		-121.414	-3.729
Tax on profit/loss for the year	4	<u>23.338</u>	<u>815</u>
Profit/loss for the year		<u>-98.076</u>	<u>-2.914</u>
Recommended appropriation of profit/loss			
Reserve for net revaluation under the equity method		27.724	0
Transferred to reserve for development cost		527.659	-1.213
Retained earnings		<u>-653.459</u>	<u>-1.701</u>
		<u>-98.076</u>	<u>-2.914</u>

Balance sheet at 31 December 2024

	Note	2024 DKK	2023 TDKK
Assets			
Completed development projects		19.166.879	7.614
Development projects in progress		0	10.876
Intangible assets	5	19.166.879	18.490
Other fixtures and fittings, tools and equipment	6	945.377	1.037
Tangible assets		945.377	1.037
Investments in subsidiaries		1.027.724	987
Deposits		128.169	125
Fixed asset investments		1.155.893	1.112
Total non-current assets		21.268.149	20.639
Raw materials and consumables		809.288	1.201
Finished goods and goods for resale		582.301	631
Prepayments for goods		2.251.827	2.252
Stocks		3.643.416	4.084
Trade receivables		226.900	894
Other receivables		443.767	328
Corporation tax		162.117	157
Joint taxation contributions receivable		11.572	8
Prepayments		190.516	156
Receivables		1.034.872	1.543
Cash at bank and in hand		902.772	4.379
Total current assets		5.581.060	10.006
Total assets		26.849.209	30.645

Balance sheet at 31 December 2024

	Note	2024 DKK	2023 TDKK
Equity and liabilities			
Share capital		896.694	897
Reserve for net revaluation under the equity method		27.724	0
Reserve for development costs		14.950.166	14.422
Retained earnings		-14.177.079	-13.523
Equity	7	1.697.505	1.796
Provision for deferred tax		156.379	6
Total provisions		156.379	6
Banks		9.888.319	14.276
Other credit institutions		2.304.848	2.585
Holiday allowance		86.981	79
Total non-current liabilities	8	12.280.148	16.940
Short-term part of long-term debt	8	6.662.254	3.952
Banks		1.031.807	1
Trade payables		3.112.231	3.765
Payables to subsidiaries		1.064.020	1.019
Other payables		844.865	3.166
Total current liabilities		12.715.177	11.903
Total liabilities		24.995.325	28.843
Total equity and liabilities		26.849.209	30.645
Uncertainty about the continued operation (going concern)	9		
Contingent liabilities	10		
Mortgages and collateral	11		
Special items	2		

Statement of changes in equity

	Share capital	Reserve for net revalua- tion under the equity method	Reserve for development costs	Retained earnings	Total
Equity at 1 January 2024	896.694	0	14.422.507	-13.523.620	1.795.581
Net profit/loss for the year	0	27.724	527.659	-653.459	-98.076
Equity at 31 December 2024	896.694	27.724	14.950.166	-14.177.079	1.697.505

Notes

	2024 DKK	2023 TDKK
1 Staff costs		
Wages and salaries	4.044.091	7.857
Other social security costs	73.006	131
	4.117.097	7.988
Number of fulltime employees on average	9	15
2 Special items		
The net result for the year has been significantly impacted by non-recurring income, which, in management's assessment, is not expected to recur.		
The accrual for UK VAT after Brexit has been finally adjusted in 2024 to the actual amount reported by FedEx to the UK authorities (included under the gross profit line item)		
	1.928.168	0
	1.928.168	0
3 Financial costs		
Interest paid to subsidiaries	72.954	67
Other financial costs	2.131.512	2.189
	2.204.466	2.256
4 Tax on profit/loss for the year		
Current tax for the year	-162.117	-157
Deferred tax for the year	150.351	-650
Joint taxation contribution	-11.572	-8
	-23.338	-815

Notes

5 Intangible assets

	Completed development projects	Development projects in progress
Cost at 1 January 2024	13.290.098	10.944.802
Additions for the year	0	2.301.417
Transfers for the year	13.246.219	-13.246.219
Cost at 31 December 2024	26.536.317	0
Impairment losses and amortisation at 1 January 2024	5.744.506	0
Depreciation for the year	1.624.932	0
Impairment losses and amortisation at 31 December 2024	7.369.438	0
Carrying amount at 31 December 2024	19.166.879	0

6 Tangible assets

	Other fixtures and fittings, tools and equipment
Cost at 1 January 2024	1.524.044
Cost at 31 December 2024	1.524.044
Impairment losses and depreciation at 1 January 2024	487.123
Depreciation for the year	91.544
Impairment losses and depreciation at 31 December 2024	578.667
Carrying amount at 31 December 2024	945.377

Notes

7 Equity

In 2022, the company acquired 25.500 treasury shares, corresponding to 2,9%. The total payment for the shares amounted to DKK 375.000, which has been transferred from retained earnings under 'Equity'. These shares have not been cancelled and are therefore held as treasury shares. The company may choose to sell these shares at a later time. The shares have been acquired as part of the company's strategy. The entire holding of treasury shares has been divested to an external party subsequent to the balance sheet date.

8 Long term debt

	Debt at 1 January 2024	Debt at 31 December 2024	Instalment next year	Debt outstanding after 5 years
Banks	17.286.946	15.607.922	5.719.603	0
Other credit institutions	3.606.346	3.247.499	942.651	0
Holiday allowance	78.948	86.981	0	0
	20.972.240	18.942.402	6.662.254	0

Notes

9 Uncertainty about the continued operation (going concern)

The management has subsequently secured additional investor funds of DKK 37 mill. The additional funds secures the Company's operation activities the next 12 months.

The funds has not yet been paid, but when received in connection with the annual general meeting they will eliminate the potential going concern risk.

10 Contingent liabilities

The company has rental contract for officespace with a total commitment of TDKK 185 equal to 3 month rent.

The company has received a claim for payment of t.kr. 204 regarding the cost for delivered services for the company. The Company has disputed the claim and has therefore not accrued any cost associated with this claim.

Contingent liabilities related to group enterprises

The company has provided a guarantee for the subsidiary's bank loan. As pr. 31 December 2024 the total loan amount is TDKK 0.

11 Mortgages and collateral

The company has pledged its inventory, accounts receivable, intellectual property rights, and furniture and fixtures as collateral, with a total carrying amount of DKK 8 million, to secure the loan of DKK 16,8 million from its banking institution.