Astralis LoL ApS

Vester Farimagsgade 1, 6., 1606 Copenhagen V
CVR-nr. 40 01 05 21

Annual Report 2024

1 January - 31 December

The Annual Report has been presented and adopted at the Company's Annual General Meeting on 30 June 2025

Jakob Hansen

Contents

Company Details

Company	Astralis LoL ApS Vester Farimagsgade 1, 6. 1606 Copenhagen V	
	CVR No.:	40 01 05 21
	Established:	30 October 2018
	Municipality:	Copenhagen
	Financial Year:	1 January - 31 December
Board of Directors	Jakob Hansen Nikolaj Nyholm Anders Hørsholt	
Executive Board	Jakob Hansen	
Auditor	BDO Statsautoriseret revisionsaktieselskab Havneholmen 29 1561 Copenhagen V	
Bank	Danske Bank	

Management's Statement

Today the Board of Directors and Executive Board have discussed and approved the Annual Report of Astralis LoL 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, 30 June 2025

Executive Board

Jakob Hansen

Board of Directors

Jakob Hansen

Nikolaj Nyholm

Anders Hørsholt

Independent Auditor's Report

To the Shareholder of Astralis LoL ApS

Opinion

We have audited the Financial Statements of Astralis LoL ApS for the financial year 1 January - 31 December 2024, which comprise income statement, Balance Sheet, statement of changes in equity, notes and a summary of significant accounting policies. The Financial Statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the Financial Statements give a true and fair view of the assets, liabilities and financial position of the Company 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' International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code), together with the ethical requirements that are relevant to our audit of the financial statements 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 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 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 judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.

- Conclude on the appropriateness of Management’s use of the going concern basis of accounting in preparing the Financial Statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor’s report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor’s report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and contents of the Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that gives a true and fair view.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Independent Auditor's Report

Statement on Management Commentary
Management is responsible for Management Commentary.

Our opinion on the Financial Statements does not cover Management Commentary, 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 Commentary and, in doing so, consider whether Management Commentary 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 Commentary provides the information required under the Danish Financial Statements Act.

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

Copenhagen, 30 June 2025

BDO Statsautoriseret revisionsaktieselskab
CVR no. 20 22 26 70

Morten Christensen
State Authorised Public Accountant
MNE no. mne35626

Management Commentary

Principal activities
The Company's primary activity was to run E-sport league of Legends team and its participation in tournaments. The Company's current activity is holding a minority shareholding in AK-Game SAS.

Development in activities and financial and economic position
Gross profit for the year is DKK 1,708k compared to a profit of DKK 163,306k in 2023. Profit of the year is DKK 2,084k compared to a profit of DKK 136,474k in 2023. The result for the year is significantely impacted due to the transfer of Franchise rights in the League of Legends European Championship (LEC) in October 2023.

The Agreement has been ammended end of 2024. Going forward Karmine Corp alone pays for 51% of the shares in AK-Game SAS, and Astralis LoL ApS will instead receive shares in Karmine Corp corresponding to 15.67% of the purchase price up to the 66.67%.

It is expected that Karmine Corp will be valued at EUR 36.5 million prior to the allocation of the 15.67% of the purchase price in shares, corresponding to Astralis obtaining an ownership stake of approximately 11.2% in Karmine Corp SAS.

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 '000	2023 DKK '000
Net revenue		**1.414**	**16.036**
Other operating income	1	454	153.586
Other external expenses		-160	-6.316
Gross profit		**1.708**	**163.306**
Staff costs	2	0	-5.978
Operating profit		**1.708**	**157.328**
Other financial income	3	1.030	632
Other financial expenses	4	-636	-572
Profit before tax		**2.102**	**157.388**
Tax on profit for the year	5	-18	-20.914
Profit for the year		**2.084**	**136.474**

Proposed distribution of profit

Retained earnings	2.084	136.474
Total	**2.084**	**136.474**

Balance Sheet at 31 December

Assets

	Note	2024 DKK '000	2023 DKK '000
Other investments		54.708	64.033
Financial non-current assets	6	**54.708**	**64.033**
Non-current assets		**54.708**	**64.033**
Trade receivables		26	6.859
Receivables from group enterprises		12.534	32.249
Other receivables	7	94.615	94.709
Receivables		**107.175**	**133.817**
Cash and cash equivalents		**2**	**3.043**
Current assets		**107.177**	**136.860**
Assets		**161.885**	**200.893**

Balance Sheet at 31 December

Equity and liabilities

	Note	2024 DKK '000	2023 DKK '000
Share capital		61	61
Retained earnings		152.628	150.544
Equity		**152.689**	**150.605**
Trade payables		68	0
Debt to group companies		0	19.731
Joint tax contribution payable		0	20.914
Other liabilities		9.128	9.643
Current liabilities		**9.196**	**50.288**
Liabilities		**9.196**	**50.288**
Equity and liabilities		**161.885**	**200.893**
Contingencies etc.	8		

Equity

DKK '000	Share capital	Retained earnings	Total
Equity at 1 January 2024	61	150.544	150.605
Proposed profit allocation		2.084	2.084
Equity at 31 December 2024	**61**	**152.628**	**152.689**

Notes

1 | Other operating income

Other operation incomne amounts to DKK 454k compared DKK 153,586k in 2023. The net gain before tax from the sale in 2023 was driven by the gain of DKK 153.6 million from the sale of Franchise rights in the League of Legends European Championship (LEC).

	2024 DKK '000	2023 DKK '000
2 | Staff costs		
Average number of full time employees	0	9
Wages and salaries	0	5.733
Social security costs	0	8
Other staff costs	0	237
	0	**5.978**
3 | Other financial income		
Group enterprises	886	232
Other interest income	144	400
	1.030	**632**
4 | Other financial expenses		
Group enterprises	439	437
Other interest expenses	197	135
	636	**572**
5 | Tax on profit/loss for the year		
Calculated tax on taxable income of the year	0	20.914
Adjustment of tax in previous years	18	0
	18	**20.914**

Notes

6 | Financial non-current assets

DKK '000	Other investments
Cost at 1 January 2024	64.033
Disposals	-9.325
Cost at 31 December 2024	**54.708**
Carrying amount at 31 December 2024	**54.708**

The Company holds a 33.33% shareholding in AK-Game SAS, France. The shareholding is measured at the fair value as agreed in the sales agreement concerning the sale of the LEC Franchise Rights.

The Company has entered into a put-option agreement about the 33.33% shareholding in AK-Game SAS, where the Company can sell the shares in 2030, at a price equal to value determined in the LEC Franchise Rights sales agreement increased by an inflation factor.

The Company is not involved in the operations of AK-Game SAS. On this basis and considering the terms of the put-option agreement, the Company considers the shareholding to be a financial investment measured at fair value where fair value is based on the terms of the put-option agreement.

7 | Other receivables

Other receivables due in more than one year from the balance sheet date amount to DKK 26.4 million.

8 | Contingencies etc.

Contingent assets

Tekst

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 Astralis A/S, which serves as management Company for the joint taxation.

Accounting Policies

The Annual Report of Astralis LoL 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.

Income Statement

Net revenue

Revenue from participation in leagues is recognised in the income statement over the duration of the league period and variable revenue is recognised when earned and amount has been finally determined.

Revenue from sponsorships is recognised in the income statement over the duration of the contracts.

Revenue from prize money is recognised in the income statement when the tournament is completed.

Revenue is recognised net of VAT and is measured at fair value of the consideration.

Other operating income

Other operating income includes items of a secondary nature in relation to the enterprises' principal activities, including gain from sale of intangible assets.

Other external expenses

Other external expenses include sales and marketing costs, it, premises and various administrative and corporate costs, etc.

Staff costs

Staff costs comprise salaries and wages including prize money passed on to players as well as social security contributions, pension contributions, etc. for entity staff.

Financial income and expenses

Financial income and expenses include interest income and expenses, currency gains and losses, interest expenses on payables to group enterprises, discounting impact on debt for acquired rights etc.

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

Accounting Policies

Financial non-current assets
Other investments are measured at fair value.

Impairment of fixed assets
The carrying amount of 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.

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.

The Company is subject to joint taxation with Danish group companies. The current corporation tax is distributed among the joint taxable companies in proportion to their taxable income and with full allocation and refund related to tax losses. The joint taxable companies are included in the tax-on-account scheme. Joint taxation contributions receivable and payable are recognised in the Balance Sheet under current assets and liabilities, respectively.

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

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.