



Subaio ApS

Gasværksvej 26, 1., 9000 Aalborg

Company reg. no. 37 76 65 85

Annual report

1 January - 31 December 2024

The annual report was submitted and approved by the general meeting on the 12 June 2025.

Lucas Tyler Fier
Chairman of the meeting

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Notes to users of the English version of this document:

- This document is a translation of a Danish version of the document. In the event of any dispute regarding the interpretation of any part of the document, the Danish version of the document shall prevail.
- To ensure the greatest possible applicability of this document, IAS/IFRS English terminology has been used.
- Please note that decimal points remain unchanged from Danish version of the document. This means that DKK 146.940 corresponds to the English amount of DKK 146,940, and that 23,5 % corresponds to 23.5 %.

Management's statement

Today, the Board of Directors and the Executive Board have approved the annual report of Subaio ApS for the financial year 1 January - 31 December 2024.

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

We consider the chosen accounting policy to be appropriate, and in our opinion, the financial statements give a true and fair view of the 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.

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

We recommend that the annual report be approved at the Annual General Meeting.

Aalborg, 12 June 2025

Executive board

Thomas Kjølby Laursen

Lucas Tyler Fier

Board of directors

Brian Grøn Jørgensen

Martin Oliver Mikaelson

Francisco Javier Pérez Sánchez

Thomas Kjølby Laursen

Malthe Isbye Adeler-Bjarnø Falck

Independent auditor's report

To the Shareholders of Subaio ApS

Opinion

We have audited the financial statements of Subaio 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, for the Company. 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 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 conclusion

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 (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 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 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.

Statement on Management's Review

Management is responsible for Management's Review.

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

Independent auditor's report

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 Statement Act. We did not identify any material misstatement of Management's Review.

Aalborg, 12 June 2025

Redmark

Godkendt Revisionspartnerselskab
Company reg. no. 29 44 27 89

Jesper Havgaard Kongsted

State Authorised Public Accountant
mne34468

Company information

The company

Subaio ApS
Gasværksvej 26, 1.
9000 Aalborg

Company reg. no. 37 76 65 85
Established: 31 May 2016
Financial year: 1 January - 31 December

Board of directors

Brian Grøn Jørgensen
Martin Oliver Mikaelson
Francisco Javier Pérez Sánchez
Thomas Kjølby Laursen
Malthe Isbye Adeler-Bjarnø Falck

Executive board

Thomas Kjølby Laursen
Lucas Tyler Fier

Auditors

Redmark
Godkendt Revisionspartnerselskab
Hasseris Bymidte 6
9000 Aalborg

Bankers

Nordea

Management's review

Principal activities of the Company

In 2024 Subaio's core activities continued to be the development of SaaS solutions designed to identify and categorise recurring payments in transactional data, and deliver actionable insights to a consumer or advisor. Subaio has continued to develop new use cases under this premise based on this core recognition capability.

Subaio's customers are banks and other financial institutions, with product implementation and end-user marketing done as a white-label service directly inside the Customers' existing interface(s) and strategies.

During fiscal year 2024, Subaio continued the development of all of its solutions and use cases by improving efficiency and accuracy and expanding into new markets with a focus on scalability, while also exploring new use cases based on the core recognition capability.

Financial summary 2024

Fiscal year 2024 featured an increase in turnover of more than 50% compared to 2023, driven by expansion of existing customer contracts as well several new strategic and material customer contracts in 2024. Further, Subaio's ARR from signed contracts increased 82% year-over-year.

Subaio's average headcount in 2024 remained essentially flat as efficiencies were gained throughout the organization to support the significant increase in customer deliveries and ARR. Subaio feels that the organization is well suited to continue to grow sustainably and achieve its goals.

Subaio reports a financial loss for 2024, which is appropriate and expected at this stage of Subaio's development. The loss in 2024 is reduced compared to the previous year due to significant increases in revenue and gross margins, as well as OPEX efficiency.

Outlook for 2025

Subaio plans to continue to establish itself in the recurring payment space with focus on the existing product portfolio, but also looking at new use case opportunities in existing and new markets

As in previous years, the most important activities in 2025 continue to be commercially focused and delivering solutions to the market in a scalable way. More specifically the commercial goals are to shorten the path to revenue while securing new opportunities within target geographic markets in a strategic way.

In 2025 Subaio expects the closing of new material commercial opportunities in addition to expanding existing contracts. Additionally, Subaio expects to continue to improve margin performance and OPEX efficiency. This positive leverage in expenditure is expected to continue to reduce the expected financial loss for in 2025 while also showing a path to profitability in the future.

Management's review

Loss of the subscribed share capital

In accordance with Section 119 of the Danish Companies Act, the company's central governing body (the Board of Directors) must report on the financial position of the company due to a loss of the company's share capital. In 2025, the company is expected to be cash flow positive, and management therefore expects that the company's share capital will be restored over time through future operations.

Income statement 1 January - 31 December

DKK thousand.

Note	2024	2023
Gross profit	10.922	8.784
1 Staff costs	-24.986	-24.233
Depreciation and impairment of property, plant, and equipment	-283	-301
Other operating costs	-1	0
Operating profit	-14.348	-15.750
Other financial income	86	5
Other financial costs	-31	-10
Pre-tax net profit or loss	-14.293	-15.755
Tax on net profit or loss for the year	93	695
Net profit or loss for the year	-14.200	-15.060
Proposed distribution of net profit:		
Allocated from retained earnings	-14.200	-15.060
Total allocations and transfers	-14.200	-15.060

Balance sheet at 31 December

DKK thousand.

Assets			
<u>Note</u>		<u>2024</u>	<u>2023</u>
Non-current assets			
Other fixtures and fittings, tools and equipment		656	749
Total property, plant, and equipment		656	749
Deposits		412	324
Total investments		412	324
Total non-current assets		1.068	1.073
Current assets			
Trade receivables		2.245	3.628
Income tax receivables		113	714
Other receivables		196	84
Prepayments		438	570
Total receivables		2.992	4.996
Cash and cash equivalents		5.349	14.407
Total current assets		8.341	19.403
Total assets		9.409	20.476

Balance sheet at 31 December

DKK thousand.

Equity and liabilities			
<u>Note</u>		<u>2024</u>	<u>2023</u>
Equity			
	Contributed capital	171	171
	Retained earnings	-2.285	11.915
	Total equity	-2.114	12.086
Liabilities other than provisions			
	Trade payables	515	751
	Other payables	2.122	3.399
	Deferred income	8.886	4.240
	Total short term liabilities other than provisions	11.523	8.390
	Total liabilities other than provisions	11.523	8.390
	Total equity and liabilities	9.409	20.476

2 Charges and security

3 Contingencies

Statement of changes in equity

DKK thousand.

	Contributed capital	Share premium	Retained earnings	Total
Equity 1 January 2023	166	0	18.027	18.193
Cash capital increase	5	8.948	0	8.953
Profit or loss for the year brought forward	0	0	-15.060	-15.060
Transferred to retained earnings	0	-8.948	8.948	0
Equity 1 January 2024	171	0	11.915	12.086
Profit or loss for the year brought forward	0	0	-14.200	-14.200
	171	0	-2.285	-2.114

Notes

DKK thousand.

	2024	2023
1. Staff costs		
Salaries and wages	22.470	21.659
Pension costs	2.166	2.229
Other costs for social security	350	345
	24.986	24.233
 Average number of employees	 40	 41

2. Charges and security

There is not given any mortgages and securities.

3. Contingencies

Contingent liabilities

The company has signed rent contracts. With a notice period of between 1-6 months, the liability is in total TDKK 472.

Accounting policies

The annual report for Subaio ApS has been presented in accordance with the Danish Financial Statements Act regulations concerning reporting class B enterprises. Furthermore, the company has decided to comply with certain rules applying to reporting class C enterprises.

The accounting policies are unchanged from last year, and the annual report is presented in DKK.

Recognition and measurement in general

Income is recognised in the income statement concurrently with its realisation, including the recognition of value adjustments of financial assets and liabilities. Likewise, all costs are recognised in the income statement, including depreciations amortisations, writedowns for impairment, provisions, and reversals due to changes in estimated amounts previously recognised in the income statement.

Assets are recognised in the statement of financial position when it seems probable that future economic benefits will flow to the company and the value of the asset can be reliably measured.

Liabilities are recognised in the statement of financial position when it is seems probable that future economic benefits will flow out of the company and the value of the liability can be reliably measured.

Assets and liabilities are measured at cost at the initial recognition. Hereafter, assets and liabilities are measured as described below for each individual accounting item.

Upon recognition and measurement, allowances are made for such predictable losses and risks which may arise prior to the presentation of the annual report and concern matters that exist on the reporting date.

Foreign currency translation

Transactions in foreign currency are translated by using the exchange rate prevailing at the date of the transaction. Differences in the rate of exchange arising between the rate at the date of transaction and the rate at the date of payment are recognised in the profit and loss account as an item under financial income or expenses. If currency positions are considered to hedge future cash flows, the value adjustments are recognised directly in equity in a fair value reserve.

Receivables, payables, and other foreign currency monetary items are translated using the closing rate. The difference between the closing rate and the rate at the time of the occurrence or initial recognition in the latest financial statements of the receivable or payable is recognised in the income statement under financial income and expenses.

Income statement

Gross profit

Gross profit comprises the revenue, other operating income, and external costs.

The enterprise will be applying IAS 11 and IAS 18 as its basis of interpretation for the recognition of revenue.

Accounting policies

Revenue is recognised in the income statement if delivery and passing of risk to the buyer have taken place before the end of the year and if the income can be determined reliably and inflow is anticipated. Revenue is measured at the fair value of the consideration promised exclusive of VAT and taxes and less any discounts relating directly to sales.

Other operating income comprises items of a secondary nature as regards the principal activities of the enterprise, including profit from the disposal of tangible assets, operating loss and conflict compensation as well as salary reimbursements received. Compensation is recognized when it is overwhelmingly probable that the company will receive the compensation.

Other operating income comprises items of a secondary nature as regards the principal activities of the enterprise, including profit from the disposal of intangible and tangible assets.

Other external costs comprise costs incurred for sales, advertising, administration, and premises.

Staff costs

Staff costs include salaries and wages, including holiday allowances, pensions, and other social security costs, etc., for staff members.

Warrant programs

Warrant programs where employees can solely opt to buy shares in the company (equity-settled share-based payment transactions) are measured at the time of execution.

Depreciation, amortisation, and writedown for impairment

Depreciation, amortisation, and writedown for impairment comprise depreciation on, amortisation of, and writedown for impairment of tangible assets.

Other operating costs

Other operating costs comprise items of secondary nature as regards the principal activities of the enterprise, including losses on the disposal of intangible and tangible assets.

Financial income and expenses

Financial income and expenses are recognised in the income statement with the amounts concerning the financial year. Financial income and expenses comprise interest income and expenses, realised and unrealised capital gains and losses relating to debt and transactions in foreign currency.

Tax on net profit or loss for the year

Tax for the year comprises the current income tax for the year and changes in deferred tax and is recognised in the income statement with the share attributable to the net profit or loss for the year and directly in equity with the share attributable to entries directly in equity.

Accounting policies

Statement of financial position

Property, plant, and equipment

Property, plant, and equipment are measured at cost less accrued depreciation and write-down for impairment.

The depreciable amount is cost less any expected residual value after the end of the useful life of the asset. The amortisation period and the residual value are determined at the acquisition date and reassessed annually. If the residual value exceeds the carrying amount, the depreciation is discontinued.

If the amortisation period or the residual value is changed, the effect on amortisation will, in future, be recognised as a change in the accounting estimates.

The cost comprises acquisition cost and costs directly associated with the acquisition until the time when the asset is ready for use.

The cost of a total asset is divided into separate components. These components are depreciated separately, the useful lives of each individual components differing, and the individual component representing a material part of the total cost.

Depreciation is done on a straight-line basis according to an assessment of the expected useful life:

	Useful life
IT-equipment	3-5 years
PP&E & Leasehold Improvements	7-10 years

Minor assets with a purchase value of less than 5.000 kr. and administration costs (delivery, installation, assembly) associated with fixed asset purchases are expensed as incurred.

Profit or loss derived from the disposal of property, land, and equipment is measured as the difference between the sales price less selling costs and the carrying amount at the date of disposal. Profit or loss is recognised in the income statement as other operating income or other operating expenses.

Investments

Deposits

Deposits are measured at amortised cost and represent lease deposits, etc.

Impairment loss relating to non-current assets

The carrying amount of tangible fixed assets are subject to annual impairment tests in order to disclose any indications of impairment beyond those expressed by amortisation and depreciation respectively.

If indications of impairment are disclosed, impairment tests are carried out for each individual asset or group of assets, respectively. Writedown for impairment is done to the recoverable amount if this value is lower than the carrying amount.

Accounting policies

The recoverable amount is the higher value of value in use and selling price less expected selling cost. The value in use is calculated as the present value of the expected net cash flows from the use of the asset or the asset group and expected net cash flows from the sale of the asset or the asset group after the end of their useful life.

Previously recognised impairment losses are reversed when conditions for impairment no longer exist. Impairment relating to goodwill is not reversed.

Receivables

Receivables are measured at amortised cost, which usually corresponds to nominal value.

In order to meet expected losses, impairment takes place at the net realisable value. The company has chosen to use IAS 39 as a basis for interpretation when recognising impairment of financial assets, which means that impairments must be made to offset losses where an objective indication is deemed to have occurred that an account receivable is impaired. If an objective indication shows that an individual account receivable has been impaired, an impairment takes place at individual level.

Prepayments

Prepayments consists of cost incurred which are related to future income years.

Cash on hand and demand deposits

Cash on hand and demand deposits comprise cash at bank.

Equity

Share premium

Share premium comprises premium payments made in connection with the issue of shares. Costs incurred for carrying through an issue are deducted from the premium.

The premium reserve can be used for dividend, for issuing bonus shares, and for covering losses.

Income tax and deferred tax

Current tax liabilities and current tax receivable are recognised in the statement of financial position as calculated tax on the taxable income for the year, adjusted for tax of previous years' taxable income and for tax paid on account.

Deferred tax is measured on the basis of temporary differences in assets and liabilities with a focus on the statement of financial position. Deferred tax is measured at net realisable value.

Deferred tax is measured based on the tax rules and tax rates applying under the legislation prevailing in the respective countries on the reporting date when the deferred tax is expected to be released as current tax. Changes in deferred tax due to changed tax rates are recognised in the income statement, except for items included directly in the equity.

Accounting policies

Deferred tax assets, including the tax value of tax losses allowed for carryforward, are recognised at the value at which they are expected to be realisable, either by settlement against tax of future earnings or by set-off in deferred tax liabilities within the same legal tax unit. Any deferred net tax assets are measured at net realisable value.

Liabilities other than provisions

Liabilities and other payables are measured at amortised cost which usually corresponds to the nominal value.

Deferred income

Payments received concerning future income are recognised as deferred income.