

Portchain ApS

Amaliegade 14A, st.
DK-1256 København K

CVR no. 38 40 56 40

Annual report 2023

The annual report was presented and approved at
the Company's annual general meeting on

12 June 2024

Niels Adam Hedeager Kristiansen
Chairman of the annual general meeting

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Statement by the Board of Directors and the Executive Board

The Board of Directors and the Executive Board have today discussed and approved the annual report for Portchain ApS for the financial year 1 January - 31 December 2023.

The annual report has been 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 assets, liabilities and financial position at 31 December 2023 and of the results of the Company's operations for the financial year 1 January - 31 December 2023.

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

We recommend that the annual report be approved at the annual general meeting.

Copenhagen, 12 June 2024
Executive Board:

Anders Olivarius

Niels Adam Hedeager
Kristiansen

Thor Thorup

Board of Directors:

Niels Adam Hedeager
Kristiansen
Chairman

Klaus Eldrup-Jørgensen

Michael Frederic Hassing

Thor Thorup

Anders Olivarius

Gil Dibner

Independent auditor's extended review report on the financial statements

To the shareholder of Portchain ApS

Opinion

We have performed an extended review of the financial statements of Portchain ApS for the financial year 1 January - 31 December 2023 comprising income statement, balance sheet, statement of changes in equity and notes, including accounting policies. The financial statements are prepared in accordance with the Danish Financial Statements Act.

Based on the work performed, it is our opinion that the financial statements give a true and fair view of the Company's assets, liabilities and financial position at 31 December 2023 and of the results of the Company's operations for the financial year 1 January - 31 December 2023 in accordance with the Danish Financial Statements Act.

Basis for Opinion

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 responsibility 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 opinion.

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 Danish Financial Statements Act, and for such internal control that 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 responsibility 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 in order to obtain further assurance for our conclusion.

An extended review comprises procedures primarily consisting of making enquiries of Management and others within the entity, as appropriate, applying analytical procedures and the specifically required supplementary procedures, and evaluating 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 these financial statements.



Independent auditor's extended review report on the financial statements

Statement on the Management's Review

Management is responsible for the Management's Review.

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

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

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

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

Copenhagen, 12 June 2024

KPMG

Statsautoriseret Revisionspartnerselskab
CVR no. 25 57 81 98

Morten Høgh-Petersen
State Authorised Public Accountant
mne34283

Portchain ApS
Annual report 2023
CVR no. 38 40 56 40

Management's review

Company details

Portchain ApS
Amaliegade 14A, st.
DK-1256 København K

CVR no.: 38 40 56 40
Established: 1 February 2017
Registered office: København
Financial year: 1 January - 31 December

Board of Directors

Niels Adam Hedeager Kristiansen, Chairman
Klaus Eldrup-Jørgensen
Michael Frederic Hassing
Thor Thorup
Anders Olivarius
Gil Dibner

Executive Board

Anders Olivarius
Niels Adam Hedeager Kristiansen
Thor Thorup

Auditor

KPMG
Statsautoriseret Revisionspartnerselskab
Dampfærgevej 28
DK-2100 København Ø
CVR no. 25 57 81 98

Management's review

Operating review

Principal activities

The main activity of the Company has been to develop and sell cloud-based SaaS applications to help container carriers and terminal operators plan their operations better. Portchain's customers are large, multinational corporations.

Development in activities and financial position

The Company's income statement for 2023 shows a loss of DKK 7,516,911 as against a loss of DKK 3,399,938 in 2022. Equity in the Company's balance sheet at 31 December 2023 stood at DKK 23,360,094 as against DKK 30,877,005 at 31 December 2022.

Events after the balance sheet date

No events have occurred after the balance sheet date of material importance to the annual report for 2023.

Financial statements 1 January – 31 December

Income statement

DKK	Note	2023	2022
Gross profit		3,060,249	5,204,684
Staff costs	2	-10,804,749	-10,269,476
Depreciation of intangible assets		-1,433,669	0
Loss before financial income and expenses		-9,178,169	-5,064,792
Other financial income		1,587,919	0
Other financial expenses	3	-2,039,073	-399,726
Loss before tax		-9,629,323	-5,464,518
Tax on loss for the year	4	2,112,412	2,064,580
Loss for the year		<u>-7,516,911</u>	<u>-3,399,938</u>

Proposed distribution of loss

Reserve for development costs		8,343,475	10,284,875
Retained earnings		-15,860,386	-13,684,813
		<u>-7,516,911</u>	<u>-3,399,938</u>

Financial statements 1 January – 31 December

Balance sheet

DKK	Note	31/12 2023	31/12 2022
ASSETS			
Fixed assets			
Intangible assets	5		
Completed development projects		32,974,375	0
Development projects in progress		10,696,763	34,408,044
		<u>43,671,138</u>	<u>34,408,044</u>
Financial assets			
Deposits		69,279	69,279
Total fixed assets		<u>43,740,417</u>	<u>34,477,323</u>
Current assets			
Receivables			
Corporation tax		0	3,216,813
Other receivables		452,082	274,788
Prepayments		862,783	218,640
		<u>1,314,865</u>	<u>3,710,241</u>
Cash at bank and in hand		<u>34,225,850</u>	<u>13,263,912</u>
Total current assets		<u>35,540,715</u>	<u>16,974,153</u>
TOTAL ASSETS		<u><u>79,281,132</u></u>	<u><u>51,451,476</u></u>

Financial statements 1 January – 31 December

Balance sheet

DKK	Note	31/12 2023	31/12 2022
EQUITY AND LIABILITIES			
Equity			
Contributed capital		110,008	110,008
Reserve for development costs		34,063,497	26,838,274
Retained earnings		-10,813,411	3,928,723
Total equity		<u>23,360,094</u>	<u>30,877,005</u>
Provisions			
Provisions for deferred tax		1,606,269	3,718,681
Other provisions		2,000,000	2,000,000
Total provisions		<u>3,606,269</u>	<u>5,718,681</u>
Liabilities other than provisions			
Non-current liabilities other than provisions			
Debt to credit institutions	6	8,710,562	4,437,832
Subordinate loan capital		35,867,674	0
		<u>44,578,236</u>	<u>4,437,832</u>
Current liabilities other than provisions			
Debt to credit institutions	6	1,663,026	0
Trade payables		712,541	810,136
Other payables, including taxes payable		649,386	715,950
Deferred income		4,711,580	8,891,872
		<u>7,736,533</u>	<u>10,417,958</u>
Total liabilities other than provisions		<u>52,314,769</u>	<u>14,855,790</u>
TOTAL EQUITY AND LIABILITIES		<u><u>79,281,132</u></u>	<u><u>51,451,476</u></u>

Financial statements 1 January – 31 December

Statement of changes in equity

DKK	Contributed capital	Reserve for development costs	Retained earnings	Total
Equity at 1 January 2023	110,008	26,838,274	3,928,723	30,877,005
Transfers, reserves	0	-1,118,252	1,118,252	0
Transferred over the distribution of loss	0	8,343,475	-15,860,386	-7,516,911
Equity at 31 December 2023	110,008	34,063,497	-10,813,411	23,360,094

Financial statements 1 January – 31 December

Notes

1 Accounting policies

The annual report of Portchain ApS for 2023 has been prepared in accordance with the provisions applying to reporting class B entities under the Danish Financial Statements Act with opt-in from higher reporting classes.

The accounting policies used in the preparation of the financial statements are consistent with those of last year.

Foreign currency translation

On initial recognition, transactions denominated in foreign currencies are translated at the exchange rates at the transaction date. Foreign exchange differences arising between the exchange rates at the transaction date and the date of payment are recognised in the income statement as financial income or financial expenses.

Receivables, 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.

Government grants

Government grants are recognised when it is fairly certain that the grant conditions will be complied with, and the grant will be received.

Grants compensating for costs incurred are recognised directly as operating income in the income statement as costs eligible for grants are incurred. If the conditions for receiving the grant are not complied with until after related costs have been recognised, the grant is to be recognised in the income statement when the conditions have been complied with and it is fairly certain that the grant will be awarded.

Grants to acquire assets are recognised in the balance sheet as deferred income/prepayments and transferred to other operating income in the income statement line with depreciation/amortisation of the assets covered by the grant.

Income statement

Revenue

Income from the sale of services, is recognised in revenue when delivery and transfer of risk to the buyer have taken place, and the income may be measured reliably and is expected to be received.

Other external costs

Other external costs comprise costs related to sales, sales campaigns, administration, office premises, operating leases, etc.

Staff costs

Staff costs comprise wages and salaries, including holiday allowance, pension and other social security costs, etc., to the Company's employees, excluding reimbursements from public authorities.

Financial statements 1 January – 31 December

Notes

1 Accounting policies

Financial income and expenses

Financial income and expenses comprise interest income and expense of gains and losses on securities, payables and transactions denominated in foreign currencies, amortisation of financial assets and liabilities as well as surcharges and refunds under the on-account tax scheme, etc.

Tax on loss for the year

Tax for the year comprises current corporation tax for the year and changes in deferred tax, including changes in tax rates. The tax expense relating to the loss for the year is recognised in the income statement, and the tax expense relating to amounts directly recognised in equity is recognised directly in equity.

Balance sheet

Intangible assets

Development costs comprise costs, wages, salaries and amortisation directly and indirectly attributable to development activities.

Investments

Other receivables and deposits are recognised at amortised cost.

Impairment of fixed assets

The carrying amount of intangible assets and investments is subject to an annual test for indications of impairment other than the decrease in value reflected by depreciation or amortisation.

Impairment tests are conducted of individual assets or groups of assets when there is an indication that they may be impaired. Write-down is made to the recoverable amount if this is lower than the carrying amount.

The recoverable amount is the higher of an asset's net selling price and its value in use. The value in use is determined as the present value of the forecast net cash flows from the use of the asset or the group of assets, including forecast net cash flows from the disposal of the asset or the group of assets after the end of the useful life.

Receivables

Receivables are measured at amortised cost.

Write-down is made for bad debt losses where there is an objective indication that a receivable has been impaired. If there is an objective indication that an individual receivable has been impaired, write-down is made on an individual basis.

Write-downs are calculated as the difference between the carrying amount of receivables and the present value of forecast cash flows, including the realisable value of any collateral received. The effective interest rate for the individual receivable or portfolio is used as discount rate.

Financial statements 1 January – 31 December

Notes

1 Accounting policies

Corporation tax and deferred tax

Current tax payable and receivable is recognised in the balance sheet as tax computed on the taxable income for the year, adjusted for tax on the taxable income of prior years and for tax paid on account.

Deferred tax is measured using the balance sheet liability method on all temporary differences between the carrying amount and the tax value of assets and liabilities measured on the planned use of the asset or settlement of the liability, respectively. However, deferred tax is not recognised on temporary differences relating to office buildings non-deductible for tax purposes and other items where temporary differences arise at the date of acquisition without affecting either profit/loss or taxable income.

Deferred tax assets, including the tax value of tax loss carryforwards, are recognised at the expected value of their utilisation within the foreseeable future; either as a set-off against tax on future income or as a set-off against deferred tax liabilities in the same legal tax entity. Any deferred net assets are measured at net realisable value.

Deferred tax is measured in accordance with the tax rules and at the tax rates applicable at the balance sheet date when the deferred tax is expected to crystallise as current tax. Changes in deferred tax as a result of changes in tax rates are recognised in the income statement or equity, respectively.

Prepayments

Prepayments comprise prepayment of costs incurred relating to subsequent financial years.

Cash at bank and in hand

Cash at bank and in hand comprise cash and bank deposits.

Equity

Reserve for development costs

The reserve for development costs comprises capitalised development costs. The reserve cannot be used for dividends, distribution or to cover losses. If the recognised development costs are sold or in other ways excluded from the Company's operations, the reserve will be dissolved and transferred directly to the distributable reserves under equity. If the recognised development costs are written down, the part of the reserve corresponding to the write-down of the development costs will be reversed. If a write-down of development costs is subsequently reversed, the reserve will be re-established. The reserve is reduced by amortisation of capitalised development costs on an ongoing basis.

Provisions

Other provisions comprise anticipated costs of non-recourse guarantee commitments, returns, loss on contract work in progress, decided and published restructuring, etc.

Other provisions are recognised and measured as the best estimate of the expenses required to settle the liabilities at the balance sheet date. Provisions that are estimated to mature more than one year after the balance sheet date are measured at their discounted value.

Financial statements 1 January – 31 December

Notes

1 Accounting policies

Liabilities other than provisions

Liabilities are measured at amortised cost.

Deferred income

Deferred income comprises payments received regarding income in subsequent years.

2 Staff costs

DKK	2023	2022
Wages and salaries	10,195,397	9,584,838
Pensions	492,289	553,302
Other social security costs	117,063	131,336
	<u>10,804,749</u>	<u>10,269,476</u>
Average number of full-time employees	<u>14</u>	<u>13</u>

3 Other financial expenses

DKK	2023	2022
Other interest expenses	608,540	300,436
Exchange losses	1,264,579	99,290
Other financial expenses	165,954	0
	<u>2,039,073</u>	<u>399,726</u>

4 Tax on loss for the year

DKK	2023	2022
Current tax for the year	0	-2,900,786
Deferred tax adjustment for the year	-2,116,710	836,206
Adjustment of deferred tax concerning previous years	4,298	0
	<u>-2,112,412</u>	<u>-2,064,580</u>

Financial statements 1 January – 31 December

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5 Intangible assets

DKK	Completed development projects	Development projects in progress	Total
Cost at 1 January 2023	0	34,408,044	34,408,044
Additions	0	10,696,763	10,696,763
Transferred	34,408,044	-34,408,044	0
Cost at 31 December 2023	34,408,044	10,696,763	45,104,807
Amortisation and impairment losses at 1 January 2023	0	0	0
Amortisation	-1,433,669	0	-1,433,669
Amortisation and impairment losses at 31 December 2023	-1,433,669	0	-1,433,669
Carrying amount at 31 December 2023	32,974,375	10,696,763	43,671,138

Completed development projects

Completed development projects relate to development and test of the company's core product a cloud-based AI infrastructure for container terminals and shipping companies. Part of the project was completed in 2023 and is amortised over 10 years. The completed development projects have shown their worth as the platform is currently used by more than 90 terminals by the end of 2023.

Development projects in progress

Ongoing development projects focus on various key areas ranging from feature development to data quantification and exploration that are not part of Portchain's platform today. These projects are expected to be completed within 1-3 years. Upon completion, they are projected to provide substantial economic benefits, positively impacting activity levels and earnings.

Financial statements 1 January – 31 December

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6 Non-current liabilities other than provisions

DKK	31/12 2023	31/12 2022
Debt to credit institutions:		
0-1 year	1,663,026	0
1-5 year	2,710,560	4,437,832
>5 year	6,000,002	0
	<u>10,373,588</u>	<u>4,437,832</u>
Subordinate loan capital:		
1-5 year	33,723,500	0
>5 year	2,144,174	0
	<u>35,867,674</u>	<u>0</u>
Total financial debts	<u>46,241,262</u>	<u>4,437,832</u>
The financial debts are recognized in the balance sheet as follows:		
Long-term debt	44,578,236	4,437,832
Short-term debt	1,663,026	0
	<u>46,241,262</u>	<u>4,437,832</u>

7 Contractual obligations, contingencies, etc.

Operating lease obligations

The Company has entered into operating leases with a remaining term of 6 months and an average monthly lease payments of DKK 34,172, totalling DKK 205,034.

8 Mortgages and collateral

The Company has made collateral (virksomhedspant), for an amount of DKK 10 million towards Vækstfonden.