

spio ApS
Guldsmedgade 20, 1., 8000 Aarhus C

Company reg. no. 36 72 78 29

Annual report

1 January - 31 December 2024

The annual report was submitted and approved by the general meeting on the 4 July 2025.

Martin Graulund Dal
Chairman of the meeting

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Notes:

- To ensure the greatest possible applicability of this document, IAS/IFRS English terminology has been used.
- Please note that decimal points have not been used in the usual English way. This means that for instance DKK 146.940 means the amount of DKK 146,940, and that 23,5 % means 23.5 %.

Management's statement

Today, the Managing Director has approved the annual report of spiiio ApS for the financial year 1 January - 31 December 2024.

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

I consider the chosen accounting policy to be appropriate, and in my 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.

The Managing Director consider the conditions for audit exemption of the 2024 financial statements to be met.

Further, in my 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.

Aarhus C, 4 July 2025

Managing Director

Martin Graulund Dal
CEO

Practitioner's compilation report

To the Shareholders of spii ApS

We have compiled the financial statements of spii ApS for the financial year 1 January - 31 December 2024 based on the company's bookkeeping and on information you have provided.

These financial statements comprise a summary of significant accounting policies, income statement, balance sheet, statement of changes in equity and notes.

We performed this compilation engagement in accordance with International Standard on Related Services 4410 (Revised), Compilation Engagements.

We have applied our expertise in accounting and financial reporting to assist Management in the preparation and presentation of these financial statements in accordance with the Danish Financial Statements Act. We have complied with relevant requirements under the Danish Act on Approved Auditors and Audit Firms and International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (IESBA Code) including principles of integrity, objectivity, professional competence and due care.

These financial statements and the accuracy and completeness of the information used to compile them are your responsibility.

Since a compilation engagement is not an assurance engagement, we are not required to verify the accuracy or completeness of the information you provided to us to compile these financial statements. Accordingly, we do not express an audit opinion or a review conclusion on whether these financial statements are prepared in accordance with the Danish Financial Statements Act.

Copenhagen, 4 July 2025

Grant Thornton

Certified Public Accountants
Company reg. no. 34 20 99 36

Morten Høgh-Petersen

State Authorised Public Accountant
mne34283

Company information

The company

spii ApS
Guldsmedgade 20, 1.
8000 Aarhus C

Company reg. no. 36 72 78 29

Financial year: 1 January - 31 December

Managing Director

Martin Graulund Dal, CEO

Management's review

Description of key activities of the company

Spiio is a software and hardware company, that develops a soil moisture sensor and related software to support agronomic decisions. Our customers include turfgrass professionals, irrigation experts, farmers, Parks and Rec, tree care companies, landscaping professionals etc.

Significant changes in the company's activities and financial matters

The gross profit for the year totals DKK 3.201 thousand against DKK 1.536 thousand last year. Income or loss from ordinary activities after tax totals DKK -1.205 thousand against DKK -227 thousand last year. Management considers the net profit or loss for the year satisfactory.

Events occurring after the end of the financial year

No events of material significance for the annual report 2024 have occurred after the balance sheet date.

Accounting policies

The annual report for spii 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.

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 net financials. 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, changes in inventories of finished goods, and work in progress, own work capitalised, other operating income, and external costs.

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

Revenue comprises the value of services provided during the year, including outlay for customers less VAT and price concessions directly associated with the sale.

Revenue is recognised in the income statement on the completion of sales. This is generally considered to be the case when:

- The service has been provided before the end of the financial year
- A binding sales agreement exists
- The sales price has been determined
- Payment has been received, or is anticipated with a reasonable degree of certainty.

This ensures that recognition does not take place until the total income and costs and stage of completion at the reporting date can be reliably validated and it seems probable that the economic benefits, including payments, will flow to the enterprise.

Accounting policies

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, 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 external expenses

Other external expenses comprise expenses incurred for distribution, sales, advertising, administration, premises, loss on receivables, and operational leasing costs.

Staff costs

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

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, financial expenses from financial leasing, realised and unrealised capital gains and losses relating to securities, debt and transactions in foreign currency, amortisation of financial assets and liabilities as well as surcharges and reimbursements under the advance tax scheme, etc.

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.

Statement of financial position

Investments

Deposits

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

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 or a portfolio of accounts receivable is impaired. If an objective indication shows that an individual account receivable has been impaired, an impairment takes place at individual level.

Accounting policies

Accounts receivable for which there is no objective indication of impairment at the individual level are evaluated at portfolio level for objective indication of impairment. The portfolios are primarily based on the debtors' domicile and credit rating in accordance with the company's and the group's credit risk management policy. Determination of the objective indicators applied for portfolios are based on experience with historical losses.

Impairment losses are calculated as the difference between the carrying amount of accounts receivable and the present value of the expected cash flows, including the realisable value of any securities received. The effective interest rate for the individual account receivable or portfolio is used as the discount rate.

Prepayments

Prepayments recognised under assets comprise incurred costs concerning the following financial year.

Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand.

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.

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.

Accounting policies

Liabilities other than provisions

Other liabilities concerning payables to suppliers, group enterprises, and other payables are measured at amortised cost which usually corresponds to the nominal value.

Income statement 1 January - 31 December

All amounts in DKK.

<u>Note</u>	<u>2024</u>	<u>2023</u>
Gross profit	3.200.954	1.535.531
1 Staff costs	-3.182.635	-1.510.407
Operating profit	18.319	25.124
Other financial income	991	501.389
Other financial expenses	-1.035.153	-816.894
Pre-tax net profit or loss	-1.015.843	-290.381
2 Tax on net profit or loss for the year	-188.685	63.114
Net profit or loss for the year	-1.204.528	-227.267
Proposed distribution of net profit:		
Allocated from retained earnings	-1.204.528	-227.267
Total allocations and transfers	-1.204.528	-227.267

Balance sheet at 31 December

All amounts in DKK.

Assets		
<u>Note</u>	<u>2024</u>	<u>2023</u>
Non-current assets		
Deposits	10.000	10.000
Total investments	<u>10.000</u>	<u>10.000</u>
Total non-current assets	<u>10.000</u>	<u>10.000</u>
Current assets		
Trade receivables	62.806	53.864
Receivables from group enterprises	14.208.075	15.167.414
Deferred tax assets	0	188.685
Income tax receivables	20.000	20.000
Other receivables	21.306	11.864
Prepayments	5.500	0
Total receivables	<u>14.317.687</u>	<u>15.441.827</u>
Cash and cash equivalents	<u>449.352</u>	<u>330.159</u>
Total current assets	<u>14.767.039</u>	<u>15.771.986</u>
Total assets	<u>14.777.039</u>	<u>15.781.986</u>

Balance sheet at 31 December

All amounts in DKK.

Equity and liabilities		
<u>Note</u>	<u>2024</u>	<u>2023</u>
Equity		
Contributed capital	94.710	94.710
Share premium	4.518.265	4.518.265
Retained earnings	-1.391.104	-186.576
Total equity	<u>3.221.871</u>	<u>4.426.399</u>
Liabilities other than provisions		
3 Loan from credit institutions	<u>5.428.343</u>	<u>11.022.910</u>
Total long term liabilities other than provisions	<u>5.428.343</u>	<u>11.022.910</u>
Current portion of long term liabilities	5.700.000	0
Bank loans	9	0
Trade payables	114.225	105.614
Other payables	<u>312.591</u>	<u>227.063</u>
Total short term liabilities other than provisions	<u>6.126.825</u>	<u>332.677</u>
Total liabilities other than provisions	<u>11.555.168</u>	<u>11.355.587</u>
Total equity and liabilities	<u>14.777.039</u>	<u>15.781.986</u>
4 Contingencies		

Statement of changes in equity

All amounts in DKK.

	Contributed capital	Share premium	Retained earnings	Total
Equity 1 January 2024	94.710	4.518.265	-186.576	4.426.399
Retained earnings for the year	0	0	-1.204.528	-1.204.528
	94.710	4.518.265	-1.391.104	3.221.871

Notes

All amounts in DKK.

	<u>2024</u>	<u>2023</u>
1. Staff costs		
Salaries and wages	3.099.146	1.443.704
Pension costs	66.000	52.120
Other costs for social security	<u>17.489</u>	<u>14.583</u>
	<u>3.182.635</u>	<u>1.510.407</u>
Average number of employees	<u>3</u>	<u>2</u>
2. Tax on net profit or loss for the year		
Adjustment of deferred tax for the year	<u>188.685</u>	<u>-63.114</u>
	<u>188.685</u>	<u>-63.114</u>
3. Loan from credit institutions		
Total loan from credit institutions	11.128.343	11.022.910
Share of amount due within 1 year	<u>-5.700.000</u>	<u>0</u>
	<u>5.428.343</u>	<u>11.022.910</u>
Share of liabilities due after 5 years	<u>0</u>	<u>0</u>
4. Contingencies		
Contingent liabilities		
Lease liabilities:		
The company has entered into operational leases with a total outstanding lease payments total DKK 10.000.		