



ÅRSREGNSKAPET FOR REGNSKAPSÅRET 2022 - GENERELL INFORMASJON

Enheten

Organisasjonsnummer: 918 716 866
Organisasjonsform: Aksjeselskap
Foretaksnavn: BEMOBI INTERNATIONAL AS
Forretningsadresse: Biskop Gunnerus' gate 14A
0185 OSLO

Regnskapsår

Årsregnskapets periode: 01.01.2022 - 31.12.2022

Konsern

Morselskap i konsern: Nei

Regnskapsregler

Regler for små foretak benyttet: Nei
Benyttet ved utarbeidelsen av årsregnskapet til selskapet: IFRS

Årsregnskapet fastsatt av kompetent organ

Bekreftet av representant for selskapet: Peter Panait Løjmand
Dato for fastsettelse av årsregnskapet: 04.09.2023

Grunnlag for avgivelse

År 2022: Årsregnskapet er elektronisk innlevert
År 2021: Tall er hentet fra elektronisk innlevert årsregnskap fra 2022

Det er ikke krav til at årsregnskapet m.v. som sendes til Regnskapsregisteret er undertegnet. Kontrollen på at dette er utført ligger hos revisor/enhetens øverste organ. Sikkerheten ivaretas ved at innsender har rolle/rettighet for innsending av årsregnskapet via Altinn, og ved at det bekreftes at årsregnskapet er fastsatt av kompetent organ.

Brønnøysundregistrene, 06.08.2024



Resultatregnskap

Beløp i: USD	Note	2022	2021
RESULTATREGNSKAP			
Inntekter			
Salgsinntekt	3	19 630 038	19 520 637
Sum inntekter		19 630 038	19 520 637
Kostnader			
Developer and user aquisition cost	3	11 577 215	11 707 234
Payroll and related expenses	4	915 608	1 737 679
Stock-based expense	4	577 364	-1 994 912
Avskrivning på varige driftsmidler og immaterielle eiendeler	5	1 043 264	954 473
Annen driftskostnad	6,7	5 382 777	3 258 185
Sum kostnader		19 496 228	15 662 659
Driftsresultat		133 810	3 857 978
Finansinntekter og finanskostnader			
Renteinntekt fra foretak i samme konsern		3 628	8
Annen finansinntekt	9	766 429	98 903
Sum finansinntekter		770 057	98 911
Rentekostnad til foretak i samme konsern	7	47 344	21 318
Sum finanskostnader		47 344	21 318
Netto finans		722 713	77 593
Ordinært resultat før skattekostnad		856 523	3 935 571
Skattekostnad på ordinært resultat	8	1 195 005	325 787
Ordinært resultat etter skattekostnad		-338 482	3 609 784
Årsresultat		-338 482	3 609 784
Foreign currency translation difference		-1 149 984	-373 495
Sum resultatkomponenter for IFRS-foretak		-1 149 984	-373 495
Totalresultat		-1 488 466	3 236 289
Overføringer og disponeringer			



Resultatregnskap

Beløp i: USD	Note	2022	2021
Overføringer til/fra annen egenkapital		-1 488 466	3 236 289
Sum overføringer og disponeringer		-1 488 466	3 236 289



Balanse

Beløp i: USD	Note	2022	2021
BALANSE - EIENDELER			
Anleggsmidler			
Immaterielle eiendeler			
Other intangible assets	5	3 491 568	3 261 339
Utsatt skattefordel	8	196 303	18 853
Sum immaterielle eiendeler		3 687 871	3 280 192
Sum anleggsmidler		3 687 871	3 280 192
Omløpsmidler			
Varer			
Fordringer			
Kundefordringer	9	7 732 435	8 197 788
Andre fordringer		264 024	274 606
Konsernfordringer	7	3 223	1 982 225
Sum fordringer		7 999 682	10 454 619
Bankinnskudd, kontanter og lignende			
Bankinnskudd, kontanter og lignende	9	1 678 241	1 783 241
Sum bankinnskudd, kontanter og lignende		1 678 241	1 783 241
Sum omløpsmidler		9 677 923	12 237 860
SUM EIENDELER		13 365 794	15 518 052
BALANSE - EGENKAPITAL OG GJELD			
Egenkapital			
Innskutt egenkapital			
Selskapskapital	10	8 853 355	9 891 901
Annen innskutt egenkapital		-16 204	-18 105
Sum innskutt egenkapital		8 837 151	9 873 796
Opptjent egenkapital			



Balanse

Beløp i: USD	Note	2022	2021
Translation reserve		-277 796	-310 383
Annen egenkapital		-489 456	-5 048
Sum opptjent egenkapital		-767 252	-315 431
Sum egenkapital		8 069 899	9 558 365
Gjeld			
Langsiktig gjeld			
Annen langsiktig gjeld			
Langsiktig konserngjeld	7	2 001 564	954 620
Sum annen langsiktig gjeld		2 001 564	954 620
Sum langsiktig gjeld		2 001 564	954 620
Kortsiktig gjeld			
Leverandørgjeld		733 728	652 501
Betalbar skatt	8	57 807	149 947
Skyldige offentlige avgifter		2 966	18 311
Kortsiktig konserngjeld	7	402 718	1 505 819
Annen kortsiktig gjeld	7,11	2 097 112	2 678 489
Sum kortsiktig gjeld		3 294 331	5 005 067
Sum gjeld		5 295 895	5 959 687
SUM EGENKAPITAL OG GJELD		13 365 794	15 518 052



Skatteetaten

Saksbehandler Rune Tystad	Deres dato 10.11.2017	Vår dato 28.11.2017
Telefon 97759464	Deres referanse Roar Olbergsvenn	Vår referanse 2017/1208558

APPS AND GAMES AS
Gjerdrums vei 19
0484 OSLO

Tillatelse til å utarbeide årsregnskap og årsberetning på engelsk språk for Apps and Games AS, org.nr. 918 716 866

Vi viser til deres brev av 10. november 2017 der det søkes om dispensasjon fra kravet til å utarbeide årsregnskap og årsberetning på norsk språk for Apps and Games AS.

Skattedirektoratet gir på bakgrunn av en konkret helhetsvurdering Apps and Games AS dispensasjon fra kravet til å utarbeide årsregnskap og årsberetning på norsk språk, jf. regnskapsloven § 3-4 tredje ledd. Dispensasjonen gjelder så lenge opplysningene som vedtaket baserer seg på ikke endres vesentlig.

Kopi av dette brevet må sendes Regnskapsregisteret i Brønnøysund sammen med årsregnskapet. Det påligger den regnskapspliktige å dokumentere ved dette brev at tillatelsen er gitt.

Bakgrunn

Apps and Games AS er et datterselskap av Bemobi Holding AS, som igjen er et datterselskap av det børsnoterte selskapet Opera Software ASA. Både Bemobi Holding AS og Opera Software ASA har fått dispensasjon fra kravet om utarbeidelse av årsregnskap og årsberetning på norsk. Selskapet drifter deler av virksomhetens applikasjons- og mobilspillsegment (Bemobi). Den vesentlige andelen av virksomheten til datterselskapene skjer utenfor Norge. Det er selskapets oppfatning at ingen regnskapsbrukere vil bli negativt påvirket av at årsregnskapet og årsberetningen vil bli utarbeidet på engelsk.

Skattedirektoratets vurdering

Etter regnskapsloven § 3-4 tredje ledd skal *”årsregnskapet og årsberetningen ... være på norsk. Departementet kan ved ... enkeltvedtak bestemme at årsregnskapet og/eller årsberetningen kan være på et annet språk.”*

I Ot. prp. nr. 42 (1997-1998) Om lov om årsregnskap m.v., er det uttalt følgende om regnskapslovens formål, jf. pkt. 1.1:

”Regjeringen har som siktemål at regnskapsloven skal bidra til informative regnskaper for ulike grupper av regnskapsbrukere. Regnskapsbrukerne er dels investorer og kreditorer som tilfører kapital til foretakene, og dels andre grupper som har interesse av å vite hvordan

Postadresse Postboks 9200 Grønland 0134 Oslo skatteetaten.no/sendepost	Besøksadresse: Se www.skatteetaten.no Org.nr: 996250318	Sentralbord 800 80 000 Telefaks 22 17 08 60
---------------------------------------------------------------------------------	--------------------------------------------------------------------------------------------------------	------------------------------------------------------



foretaket drives, f.eks. de ansatte og lokalsamfunnet. Informasjonen til kapitalmarkedet skal gi grunnlag for riktig prising av finansielle objekter. Riktig prisdannelse på aksjer er en forutsetning for at ressursbruken i samfunnsøkonomien skal bli best mulig. Gode regnskaper vil også gjøre det vanskeligere for markedsdeltakere å ta ut spekulasjonsgevinster med basis i skjevt fordelt informasjon.”

Det fremgår således at et av hovedformålene med regnskapsloven er å bidra til “*informative regnskaper for ulike grupper av regnskapsbrukere*”. Regnskapsbrukere vil omfatte, jf. uttalelsen i proposisjonen, blant andre investorer, kreditorer, ansatte og lokalsamfunnet.

Det er etter Skattedirektoratets vurdering derfor avgjørende ved vurdering av om dispensasjon fra kravet til å utarbeide årsregnskap og/eller årsberetning på norsk kan gis, at det ikke foreligger mulige brukere av regnskapsinformasjon som blir vesentlig berørt negativt ved en eventuell dispensasjon.

Det er særlig hensynet til brukerne av regnskapsinformasjon som skal vurderes ved en dispensasjonssøknad. I denne vurderingen har Skattedirektoratet lagt særlig vekt på at selskapet er eid av et aksjeselskap. Eierkretsen er begrenset. Videre er det vektlagt at morselskapet har fått dispensasjon fra språkkravet og at det antas at ingen regnskapsbrukere vil bli negativt påvirket av at årsregnskapet og årsberetningen vil bli utarbeidet på engelsk.

Vennligst oppgi vår referanse ved henvendelser i saken.

Med hilsen

Torstein Kinden Helleland
seniorrådgiver
Rettsavdelingen, foretaksskatt
Skattedirektoratet

Rune Tystad

Dokumentet er elektronisk godkjent og har derfor ikke håndskrevne signaturer



DIRECTORS'S REPORT 2022

Bemobi International AS

Nature and location of the business

The Company was established in 2017 as part of the reorganization of Otello Corporation ASA. The Company's principal sources of income are derived from the Asia Pacific along with Russia and the former USSR states. Smaller amounts of income are derived from Europe and Africa.

During September 2020, the direct ownership of Bemobi International AS was transferred to Bemobi Mobile Tech S.A. (previously known as Bemobi Midia e Entretenimento Ltda), which in turn was wholly owned by Bemobi Holding AS.

The Company primarily generates revenues from Apps Club, a subscription-based discovery service for mobile apps. Apps Club offers a unique, "Netflix-style" subscription service for premium Android apps. Instead of selling directly to an end-user, the Company typically partners with mobile operators or in some cases smartphone original equipment manufacturers (OEMs). Working with mobile operators, Bemobi's proprietary app-wrapping technology allows smartphone users access to unlimited use of premium mobile apps for a daily, weekly or monthly fee. Users pay for this service through their mobile operator billing systems.

In addition to the Apps Club platform for Android phones, the Company also has a feature phone platform, Bemobi Mobile Store, where users can access a similar subscription-based service.

The Company carries out marketing and sales on behalf of its parent company and pays licence fees for the use of the Bemobi Mobile Store IP. The Company also pays licence fees to its sister company in Brazil, Bemobi Mobile Tech S.A., for use of intellectual property owned by that company. This feature phone platform is to be phased out.

The Company has an insurance for its Directors and Officers (D&O), that guarantees the payment of financial losses resulting from claims made against the insured parties due to wrongful acts for which they are held responsible, and includes coverage for statutory and civil liabilities, as well as disqualification from the role of director. The insurance is renewed annually and cover any natural person who is, has been, or becomes: (i) a Director or Officer of the Company and/or its subsidiaries, while acting in their capacity as such in the Company and/or its subsidiaries; (ii) an Employee of the Company and/or its subsidiaries, including but not limited to risk manager, lawyer, accountant, internal auditor, while acting in their respective capacity within the Company and/or its subsidiaries; and (iii) Any individual contracted through a legal entity for the exclusive exercise of a function corresponding to that of a Director, Officer, or Employee concerning the management and representation of the Company and/or its subsidiaries, while acting in their capacity within the Company and/or its subsidiaries.


PPL



In the context of fostering a conducive workplace environment, our company has remained committed to ensuring the safety, health, and overall well-being of our employees. In line with these efforts, we have also closely monitored and managed employee absence due to sickness. Our proactive approach includes offering comprehensive healthcare benefits and promoting a culture of wellness. While unforeseen health issues can occasionally lead to absenteeism, our initiatives have contributed to mitigating the impact on our operations. We are committed to sustaining these initiatives and further refining our strategies to ensure a healthy and productive workforce.

Financial Summary

Result

The Company made a profit before income taxes of USD 0.9 million (2021: USD 3.9 million profit of million).

Equity

The Company's equity was USD 8.1 million (2021: 9.6 million) as of December 31, 2022.

The company had 3.5 million (2021: 2.2 million) of interest-bearing debt (including accrued interest) as of December 31, 2022.

Cash

Cash As of December 31, 2022, the company had a cash balance of USD 1.7 million (2021: 1.8 million).

Allocation of the profit

The total comprehensive income for the period was a loss of USD 0.38 million. The Board of Directors has not declared a dividend for 2022.

Going concern

In accordance with section 3-3a of the Norwegian Accounting Act, the Board confirms that the prerequisites for the going concern assumption exist and that the financial statements have been prepared based on the going concern principle.

It is the opinion of the Board of Directors that the financial statements give a true and fair view of the assets, liabilities, financial position and profits, as of December 31, 2022, of the Company.


PPL



Financial risk

The majority of the financial risk that the Company is exposed to relates to currency risk due to exchange rate fluctuations. The majority of the Company's operating expenses are in USD, with the exception of employee compensation-based expenses which are largely in NOK. Operating revenues are primarily generated in USD. The lending and borrowing activities of the Company are primarily in USD.

Events after the reporting period

The Company is exposed to external risk factors related to its operations and supply chains. Global markets are coming in for volatility and disruptions due to escalating geopolitical concerns brought on by the military conflict between Russia and Ukraine.

As significant values for commodity prices, the Union, UK and other countries may continue to significantly impact supply chains, lead to volatility in commodity prices, as well as bring near-term uncertainty to global Russia, including through the credit and capital markets instability. Currently, the Company's revenues from business carried out in these countries represent less than 5% of consolidated revenue. It should be noted that all of the Company's technology and relevant digital information are in a cloud network, therefore, such assets are protected.

To date, the effects of the Russia-Ukraine conflict have not resulted in the Company's operations or fairness in its assets and liabilities. Due to the conflict, the services provided by the Company continue to be performed and the collection period for the aforementioned services provided is longer than usual. At this moment, the Company seeks, as much as possible, its employees in that region, to implement actions with the objective of guaranteeing the continuity of its operations and mitigating possible adverse effects.

Research and development

The Company undertakes activity as part of the ongoing development of its platforms. Costs of building new features, together with significant and pervasive improvements of core platforms, provided that the significant and pervasive improvements of parts or main components of core platforms will generate probably future economic benefits, are capitalized as development costs and amortized on a straight-line basis up to 5 years. During 2022, capitalized development costs total 1.6 million (2021: 1.9 million).

Environmental declaration

The Company does not pollute the external environment. The Company understands the importance of protecting the external environment. The Company acts in accordance with the relevant environmental laws and regulations.


PPL



Oslo, 29 August, 2023

Peter Panait Løjmand

Chairman of the Board



Bemobi International AS

Annual Report 2022

Separate Financial Statements


PPL



Bemobi International AS Annual Report 2022

Statement of profit or loss and other comprehensive income

(USD)	Note	2022	2021
Revenue	3	19 630 038	19 520 637
Total operating revenue		19 630 038	19 520 637
Developer and user acquisition cost	3	-	-
Payroll and related expenses, excluding stock-based compensation expens	4	11 577 215	11 707 234
Stock-based compensation expenses	4	915 608	1 737 679
Depreciation and amortization expenses	5	577 364	1 994 912
Other operating expenses	6, 7	1 043 264	954 473
Total operating expenses		19 496 228	15 662 659
Operating profit (loss)		133 809	3 857 978
Interest income		3 628	8
Interest expense		-	-
Interest expense to group companies	7	47 344	21 318
Net other financial income (expense)	9	766 429	98 903
Net financial items		722 714	77 593
Profit (loss) before income taxes		856 523	3 935 571
Provision for taxes	8	1 195 005	325 787
Profit (loss)		338 482	3 609 784
Other comprehensive income:			
Items that may or will be transferred to profit (loss)			
Foreign currency translation differences	-	1 149 984	373 495
Total comprehensive income (loss)		1 488 466	3 236 289
Profit (loss) attributed to:			
Equity	-	1 488 466	3 609 784
Total comprehensive income (loss) attributable to:			
Equity	-	1 488 466	3 236 289

PPL



Bemobi International AS
Annual Report 2022

Statement of financial position

(USD)	Note	2022	2021
Assets			
Deferred tax asset	8	196 303	18 853
Other intangible assets	5	3 491 568	3 261 339
Total non-current assets		3 687 871	3 280 192
Accounts receivable from group companies	7	3 223	1 982 225
Accounts receivable	9	7 732 435	8 197 788
Other receivables		264 024	274 606
Cash and cash equivalents	9	1 678 241	1 783 241
Total current assets		9 677 923	12 237 860
Total assets		13 365 794	15 518 051

PPL
PPL



Bemobi International AS Annual Report 2022

Statement of financial position

(USD)	Note	2022	2021
Shareholders' equity and liabilities			
Equity attributable to owners of the company	10	8 069 899	9 558 365
Total equity		8 069 899	9 558 365
Liabilities			
Non-current liabilities to group companies	7	2 001 565	954 620
Total non-current liabilities		2 001 565	954 620
Accounts payable to group companies	7	402 718	1 505 819
Accounts payable		733 728	652 501
Taxes payable	8	57 807	149 947
Public duties payable		2 966	18 311
Other current liabilities	7, 11	2 097 112	2 678 489
Total current liabilities		3 294 330	5 005 067
Total liabilities		5 295 895	5 959 687
Total equity and liabilities		13 365 794	15 518 051

Oslo, 29 August 2023

Peter Panait Løjmand
Chairman of the board



Bemobi International AS Annual Report 2022

Statement of cash flows

(USD)	Note	2022	2021
Cash flow from operating activities			
Profit (loss) before taxes		856 523	3 935 571
Income taxes paid	8	- 149 947	122 530
Depreciation and amortization expense	5	1 043 264	954 473
(Gain) loss from sale of intangible assets	5	-	-
Changes in inventories, trade receivables, trade and other payables		1 422 481	985 658
Changes in other liabilities and receivables, net ¹⁾		- 1 900 789	282 848
Share-based remuneration	4	-	2 008 033
FX differences related to changes in balance sheet items		- 1 149 984	373 494
Net cash flow from operating activities		121 548	3 654 493
Cash flow from investing activities			
Capitalized R&D costs	5	- 1 631 186	1 895 410
Net cash flow from investing activities		- 1 631 186	1 895 410
Cash flow from financing activities			
Proceeds from loans from group companies	7	1 046 945	-
Repayments of loans to group companies	7	-	745 468
Net cash flow from financing activities		1 046 945	745 468
Net change in cash and cash equivalents		462 692	1 013 615
Cash and cash equivalents (beginning of period)		1 783 241	671 538
Effects of exchange rate changes on cash and cash equivalents		357 692	98 089
Cash and cash equivalents ²⁾		1 678 241	1 783 241

1) This include changes in intercompany balances and paid withholding taxes. See note 7 and 8 for further information.

2) Of which USD 62 423 (2021; 4 064) is restricted cash as of 12/31/2022

Please see note 7 for information about significant non-cash transactions.

PPL



Bemobi International AS Annual Report 2022

Statement of changes in equity (USD)

	Number of shares	Paid-in capital	Other reserves	Other equity	Translation reserve	Non-controlling interests	Total equity
Balance as of 12/31/2021	30 000	9 891 901	(18 105)	(5 048)	(310 383)	-	9 558 365
Comprehensive income for the period							
Profit (loss) for the period			-	(338 482)	-	-	(338 482)
Other comprehensive income							
Foreign currency translation differences		(1 038 546)	1 901	(145 926)	32 587	-	(1 149 984)
Total comprehensive income for the period		<u>(1 038 546)</u>	<u>1 901</u>	<u>(484 408)</u>	<u>32 587</u>	<u>-</u>	<u>(1 488 466)</u>
Transactions with owners in their capacity as owners							
Share-based payment transactions				-	-	-	-
Total contributions by and distributions to owners		<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Balance as of 12/31/2022	30 000	8 853 355	(16 204)	(489 456)	(277 796)	-	8 069 899

Face value of the shares

The face value of the shares is NOK 20

Other reserves

Other reserves consist of option and RSU costs recognized according to the equity settled method.

Translation reserve

The translation reserve consists of all foreign currency differences arising from the translation of the financial statements from the functional currency (NOK) to the presentation currency (USD).

Other equity

Other equity consists of all other transactions including, but not limited to, total recognized income and expense for the current period.

PPL



Bemobi International AS Annual Report 2022

Statement of changes in equity

(USD)

	Number of shares	Paid-in capital	Other reserves	Other equity	Translation reserve	Non-controlling interests	Total equity
Balance as of 12/31/2020	30 000	10 178 800	2 059 262	(3 684 211)	(223 743)	-	8 330 108
Comprehensive income for the period							
Profit (loss) for the period			-	3 609 784	-	-	3 609 784
Other comprehensive income							
Foreign currency translation differences		(286 899)	(69 335)	69 379	(86 640)	-	(373 495)
Total comprehensive income for the period		(286 899)	(69 335)	3 679 163	(86 640)	-	3 236 289
Transactions with owners in their capacity as owners							
Share-based payment transactions			(2 008 033)	-	-	-	(2 008 033)
Total contributions by and distributions to owners			(2 008 033)	-	-	-	(2 008 033)
Balance as of 12/31/2021	30 000	9 891 901	(18 105)	(5 048)	(310 383)	-	9 558 365

Face value of the shares

The face value of the shares is NOK 20

Other reserves

Other reserves consist of option and RSU costs recognized according to the equity settled method.

Translation reserve

The translation reserve consists of all foreign currency differences arising from the translation of the financial statements from the functional currency (NOK) to the presentation currency (USD).

Other equity

Other equity consists of all other transactions including, but not limited to, total recognized income and expense for the current period.

PPL



Bemobi International AS Annual Report 2022

Note 1. Significant accounting principles

Statement of compliance

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the EU and accompanying interpretations. The financial statements also include certain disclosures in order to comply with certain regulations and paragraphs in the Norwegian Accounting Act.

Basis of preparation

The financial statements have been prepared on a historical cost basis. The financial statements are presented in US dollars (USD). The functional currency is Norwegian kroner (NOK). See "Foreign currency" for further information.

Except for, cash-settled, share-based payment arrangements and contingent considerations obtained in business combinations, no other assets or liabilities are recognized at their fair value. Assets and liabilities in the business combinations are valued at fair value at the acquisition date according to IFRS 13. No subsequent changes in fair value are recognized except for impairment losses. Receivables and debts are assumed to have a market value equal to the carrying amount.

The preparation of financial statements, in conformity with IFRS, requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods. Judgments made by management in the application of IFRS, which have a significant effect on the financial statements and estimates, with a significant risk of material adjustment in the next year.

The accounting policies set out below have been applied consistently to all periods presented in these financial statements.

Changes in accounting policies

The Company has not changed its accounting policies or adopted new standards that significantly affect the financial statements for this or prior periods.

New and amended International Financial Reporting Standards (IFRS) adopted by the Group

None of the amendments listed below have had any impact on the amounts recognised in prior periods and are not expected to significantly affect the future periods.

- Definition of Material – amendments to IAS 1 and IAS 8
- Definition of a Business – amendments to IFRS 3
- Interest Rate Benchmark Reform – amendments to IFRS 9, IAS 39 and IFRS 7
- Revised Conceptual Framework for Financial Reporting
- Covid-19-Related Rent Concessions – amendments to IFRS 16

Of new standards and interpretations that are not mandatory for the current reporting period, none are expected to have a material impact on the entity in the current or future reporting periods and on foreseeable future transactions.


PPL



Bemobi International AS **Annual Report 2022**

Revenue recognition

Application and content

Application and content (subscription) revenue is generated when i) a user purchases a subscription from a "co-branded" mobile store, or a white-label operator-controlled version of the mobile store, which is also known as Apps Club (Android platform), or Bemobi Mobile Store (feature phone platform).

Advertising

Advertising revenue is recognized when a user clicks on a mobile ad, based on CPC (cost per click); i.e. after each instance when an ad is clicked inside the publisher's inventory.

Costs of goods sold (developer and user acquisition cost)

Costs of goods sold can be divided into two parts, user acquisition costs and developer costs (payments made to app developers). User acquisition costs represent agreed-upon payments made to 3rd parties, such as owners of browsers, or advertisers, whose channel customers access the Company's services and products through. Developer costs represent payments made to app developers based on net revenue generated. These payments are typically determined in advance as a fixed percentage of the revenue earned. The Company recognizes the cost of goods sold at the same time as the recognition of the associated revenue.

Foreign currency

Foreign currency transactions

Transactions in foreign currencies are translated at the foreign exchange rate prevailing on the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are translated to the functional currency at the foreign exchange rate prevailing on that date. Foreign exchange differences arising on translation are recognized in the statement of comprehensive income. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate prevailing on the date of the transaction. Non-monetary assets and liabilities denominated in foreign currencies that are recognized at fair value are translated to USD at foreign exchange rates prevailing on the date the fair value was determined.

Property, plant and equipment

Owned assets

Property, plant and equipment are recognized at cost, less accumulated depreciation (see below) and impairment losses (see accounting policy regarding impairment).

Where parts of property, plant and equipment have different useful lives, the components are depreciated separately.

Leased assets

Leases, where the Company assumes substantially all the risks and rewards of ownership, are classified as finance leases. The leased assets are measured initially at an amount equal to the lower of their fair value and the present value of the minimum lease payments. Subsequent to the initial recognition, the assets are accounted for in accordance with the accounting policy applicable to that asset. Expenses concerning the upgrading of leased premises have been capitalized and are amortized over the remaining term of the contract.

Subsequent costs

The Company recognizes, in the carrying amount of an item of property, plant and equipment, the cost of replacing part of such an item when that cost is incurred, if it is probable that the future economic


PPL



Bemobi International AS **Annual Report 2022**

benefits embodied with the item will flow to the Company, and the cost of the item can be measured reliably. All other costs are recognized in the statement of comprehensive income as an expense as incurred.

Depreciation

Depreciation is charged to the statement of comprehensive income on a straight-line basis over the estimated useful lives of each part of an item of property, plant and equipment. The estimated useful lives are as follows:

- | | |
|---------------------------|-------------------------------|
| ▪ Leasehold improvements | Over the term of the contract |
| ▪ Machinery and equipment | Up to 10 years |
| ▪ Fixtures and fittings | Up to 5 years |

The residual value, if not insignificant, is reassessed annually.

Intangible assets

Other intangible assets

Other intangible assets, excluding deferred tax assets (see accounting policy regarding income tax) that are acquired by the Company, are recognized at cost less accumulated amortization (see below) and impairment losses (see accounting policy regarding impairment).

Subsequent expenditure

Subsequent expenditure on capitalized intangible assets is capitalized only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditures are expensed as incurred.

Amortization

Amortization is charged to the statement of comprehensive income on a straight-line basis over the estimated useful lives of intangible assets unless such lives are indefinite. Goodwill and intangible assets with indefinite useful lives are systematically tested for impairment at each balance sheet date.

Financial instruments

Non-derivative financial instruments

Non-derivative financial instruments comprise investments in equity and debt securities, trade and other receivables, cash and cash equivalents, loans and borrowings, and trade and other payables. Non-derivative financial instruments are initially measured at fair value plus transaction costs, except for those non-derivative financial instruments classified as at fair value through profit or loss, which are initially measured at fair value without transaction costs. Subsequent to initial recognition, non-derivative financial instruments are measured as described below.

Trade and other receivables

Trade and other receivables are recognized at amortized cost less impairment losses (see accounting policy regarding impairment).

Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits. Deposits in money market funds are included in cash and cash equivalents, as the funds can be withdrawn from the money market fund at will.


PPL



Bemobi International AS Annual Report 2022

Impairment

Financial assets

A financial asset is assessed at each reporting date to determine whether there is any objective evidence that it is impaired. A financial asset is considered to be impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows of that asset.

Non-financial assets

The carrying amounts of the Company's assets are reviewed at each balance sheet date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated (see below).

For goodwill, assets that have an indefinite useful life and intangible assets that are not yet available for use, the recoverable amount is estimated at each balance sheet date.

An impairment loss is recognized whenever the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. Impairment losses are recognized in the statement of comprehensive income. Impairment losses recognized in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to cash-generating units (group of units) and then to reduce the carrying amount of the other assets in the unit (group of units) on a pro-rata basis.

Calculation of recoverable amount

The recoverable amount of the Company's assets is the greater of their fair value less cost of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

Reversals of impairment

An impairment loss in respect of goodwill is not reversed. With respect to other assets, an impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the assets carrying amount do not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

Dividends

Dividends on shares are recognized as a liability in the period in which they are declared.

Provisions

A provision is recognized in the statement of financial position when the Company has a currently existing legal or constructive obligation as a result of a past event, and it is probable that a future outflow of economic benefits will be required to settle the obligation. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

The fair value of a contingent consideration is calculated using the income approach based on the expected payment amounts and their associated probabilities (i.e., probability-weighted). Since a part of the contingent consideration is long-term in nature, it is discounted to present value.

Trade and other payables

Trade and other payables are recognized at amortized cost.


PPL



Bemobi International AS **Annual Report 2022**

Other income (costs)

Material income and costs, which are not related to the normal course of business, are classified as other operating income (cost).

Stock-based compensation expenses

IFRS 2 defines that the accounting for share-based payments depends on how the plans are settled, which can be "cash-settled" or "settled with equity instruments".

When a plan is settled in cash, the obligation to pay the employee is recognized as a liability, which is adjusted to fair value against profit or loss at the end of each reporting date and at the date of settlement of the obligation.

When the plan is settled in shares, its fair value is calculated only on the date the benefit is granted and the amount is recognized in profit or loss for the period on a straight-line basis over the required service period, with a contra entry to equity. In both cases, the Company's expense is recognized in the income statement under "Stock-based compensation expenses".

Net financing costs

Other finance income and costs comprise foreign exchange gains and losses and contingent consideration, which are recognized in the statement of comprehensive income.

Interest income is recognized in the statement of comprehensive income as it accrues, using the effective interest method.

Dividend income is recognized in the statement of comprehensive income on the date upon which the entity's right to receive payments is established.

Income tax

Income tax on the profit or loss for the year comprises current and deferred taxes. Income tax is recognized in the statement of comprehensive income, except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantially enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided using the balance sheet liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date.

A deferred tax asset is only recognized to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realized.



Bemobi International AS Annual Report 2022

Notes

Note 2. General information

Bemobi International AS (the Company) was founded in 2017, and was from the start a part of the Otello group, as it was established as a part of the reorganization of Otello Corporation ASA and then became a part of the group's Bemobi (Apps & Games) segment. Otello Corporation ASA is listed on the Oslo Stock Exchange.

Following reorganization of the Bemobi segment in 2020, the Company's direct parent company became Bemobi Mobile Tech S.A. As part of the 2020 reorganization of the Bemobi segment, the Company sold and purchased IP from its former parent company, Bemobi Holding AS. In February 2021 Bemobi Mobile Tech S.A went public on the Bovespa in Brazil, and as a consequence Otello's ownership is reduced to 36%.

The Company's purpose is to market and distribute services and products within the Apps and Games industry. Specifically, the Company offers services and products under the brand Apps Club (for Android phones) and the Bemobi Mobile store (for feature phones).

Note 3. Revenue

The Company primarily generates revenue from Apps Club, a subscription-based discovery service for mobile apps. Apps Club offers a unique, "Netflix-style" subscription service for premium Android apps. Instead of selling directly to an end user, the Company partners with mobile operators or in some cases smartphone original equipment manufacturers (OEMs). Working with mobile operators, Bemobi's proprietary app-wrapping technology allows smartphone users access to unlimited use of premium mobile apps for a daily, weekly or monthly fee. Users pay for this service through their mobile operator billing systems.

Bemobi (Apps & Games)

The Company's revenue is therefore comprised of subscription revenue when a user purchases a subscription from a "co-branded" mobile store, or a white-label operator-controlled version of the mobile store, which is also known as Apps Club, and ii) the Bemobi Mobile Store, where users can access a similar subscription-based service.

Disaggregation of revenue

In the following tables, the major revenue types are disaggregated by region.

USD	2022	2021
<i>Revenue type allocation</i>		
Application and Content	14 920 334	15 950 612
Advertising	4 407 996	3 519 526
Other	301 708	50 500
Total	19 630 038	19 520 637

USD	2022	2021
<i>Regional allocation of revenue</i>		
Asia Pacific	7 652 094	4 073 245
CIS (Russia and former USSR states)	5 652 522	5 426 885
Europe and the Middle East	3 470 714	3 570 026
Africa	2 549 560	1 311 480
South America	305 148	5 139 002
Total	19 630 038	19 520 637

PPL
PPL



Bemobi International AS Annual Report 2022

Notes

Cost of goods sold (Developer and user acquisition cost)

Costs of goods sold can be divided into two parts, user acquisition costs and developer costs (payments made to app developers). User acquisition costs represent agreed-upon payments made to 3rd parties, such as owners of browsers, or advertisers, whose channel customers access the Company's services and products through. Developer costs represent payments made to app developers based on net revenue generated. These payments are typically determined in advance as a fixed percentage of the revenue earned. The Company recognizes cost of goods sold at the same time as the recognition of the associated revenue.

Note 4. Payroll and stock-based compensation, and remuneration to management

(USD)	2022	2021
Payroll expenses		
Salaries/bonuses	(659 325)	(1 360 552)
Social security cost	(99 370)	(212 289)
Pension cost	(56 990)	(66 011)
Stock-based compensation expenses	(577 364)	1 994 912
Other payments	(99 922)	(38 424)
Consultancy fees for technical development	-	(60 403)
Total	(1 492 972)	257 234

Average number of employees	5	8
-----------------------------	---	---

The company has incorporated the requirements set out by the Mandatory Occupational Pensions Act ("Lov om obligatorisk tjenstepensjon").

Remuneration to management

There have not been any payments of salary or other remunerations to key management personnel or board members in 2022. The Company does not have an officially appointed managing director.


PPL



Bemobi International AS Annual Report 2022

Notes

LONG-TERM INCENTIVE PLAN AND OF OVERACHIEVEMENT AWARD PLAN, REFERENCED ON SHARES, OF BEMOBI MOBILE TECH S.A.

The Plan sets out the general conditions for the performance of cash payments by the Company to the Beneficiaries, as a long term incentive or a overachievement award based on the valuation of the Shares in the brazilian stock exchange.

The grant of the URBs (which means the amount in Reais equivalent to one BMOB3 share, according to the Average Share Price) is a mere expectation of right of the Beneficiaries, and it is subject to compliance with the goals, requirements, conditions and procedures set forth in this Plan and in the respective Program. Until all these goals, requirements, conditions and procedures are fulfilled, the Company will have no obligation to pay or settle the URBs.

Each URB entitles the holder to the right to receive a cash payment. This right shall be exercised upon settlement and payment, in cash, of URBs by the Company or by the subsidiary that Beneficiary is bound, subject to the terms and conditions set forth in the Plan and in the respective Program.

Subject to the other terms and conditions set forth in the respective Programs, each group pf URB granted in any Program created by the Board of Directors shall be settled in 3 (three) tranches of 1/3 of the amount of total URBs granted, as follows:

(i) the first tranche may be settled after 1 (one) year after the Date of Granting;

(ii) the second tranche may be settled after 2 (two) years after the Date of Granting; and

(iii) the third tranche may be settled after 3 (three) years after the Date of Granting. (each a "Vesting Date"). The deadline for the liquidation of each tranche of URBs shall be 24 (twenty-four) months from the respective Vesting Date.

All taxes arising from the Plan shall be paid and/or collected by the party to whom laws and regulations assign such burden, subject, should this be the case, to the paying source's withholding duty.

	Phantom	New Program	Total
Shares outstanding as of 01.01.2022	-	-	-
Vested	691 102	80 719	771 821
Granted	-	72 477	72 477
Forfeited	-	-	-
Exercised	(616 382)	-	(616 382)
Expired	-	-	-
Shares outstanding as of 31.12.2022	74 720	153 196	227 916
Strike price	13,83	-	
Exercise price	-	-	
EOP weighted price	14,27	14,27	
Spread	0,44	-	
Balance EOP	32 877	2 186 107	2 218 984
Tax 27%	8 877	590 249	599 126
Total R\$ (Brazilian Real)	41 754	2 776 356	2 818 109
Fx USD	0,19	0,19	
Fx difference	656	43 634	44 290
Total USD	8 554	568 809	577 364

PPL
PPL



Bemobi International AS Annual Report 2022

Notes

Note 5 Other intangible assets

	2022	2021
Acquisition cost		
Opening acquisition cost	6 269 670	4 561 831
Acquisitions during the year, net	1 631 186	1 895 248
Currency differences	(697 800)	(187 410)
Closing acquisition cost	7 203 056	6 269 670
Amortisation and impairment losses		
Opening accumulated amortisation	(3 008 331)	(2 143 339)
Amortisation for the year, net	(1 043 264)	(954 473)
Impairment losses for the year	-	-
Currency differences	340 108	89 481
Closing accumulated amortisation	(3 711 487)	(3 008 331)
Net book value	3 491 568	3 261 339

Useful life Up to 5 years
Amortization plan Linear

As part of restructuring of the Bemobi business within the Otello group during 2020, Bemobi International AS acquired the intellectual property of group company Bemobi Holding AS for USD 2 million.

PPL



Bemobi International AS Annual Report 2022

Notes

Note 6. Other operating expenses

(USD)	2022	2021
Other operating expenses		
Rent and other office expenses	(74 008)	(47 817)
Equipment	(42 326)	(71 039)
Audit, legal and other advisory services	(319 508)	(188 326)
Marketing expenses	(1 605)	(56)
Travel expenses	-	(41 930)
Hosting expenses, excl. Depreciation cost	(2 383 894)	(1 892 257)
Other expenses	(2 561 435)	(1 016 761)
Total	(5 382 777)	(3 258 185)

The reported fees are recognized as an expense in other operating expenses for the year.

(USD)	2022	2021
Audit fees		
Statutory audit	(53 739)	(31 299)
Tax advisory services	-	-
Assurance services	-	-
Other services	-	(1 723)
Total	(53 739)	(33 022)


PPL



Bemobi International AS Annual Report 2022

Notes

Note 7. Receivables and liabilities to group companies

The table below presents a breakdown of receivables and liabilities to group companies.

(USD)	2022	2021
Accounts receivable from group companies	3 223	32 523
Unbilled receivables from group companies	-	1 949 702
Non-current liabilities to group companies	(2 001 565)	(954 620)
Current liabilities to group companies	(1 526 862)	(1 474 673)
Accounts payable to group companies	(402 718)	(1 505 819)
Total	(3 927 922)	(1 952 887)

Accounts receivable

The balance outstanding as of December 31, 2022 primarily reflects amounts owed by sister companies within the LATAM area (as was the case for the entire balance as of 2021) and a smaller amount from sister company, Open Markets AS. All amounts have been collected in cash post- year-end.

Unbilled receivables

This represents revenue to be invoiced to the immediate parent company, Bemobi Mobile Tech S.A. for the recovery of costs.

Non-current liabilities

During the year ended December 31, 2022, the Company also undertook new borrowings from its sister company, Open Markets AS, of USD 1 000 000, in addition to three loans 2020 - 2021 amounting to 940 000 USD. The balance of 2 001 565 USD includes also accrued interests of 61 565 190,000 and from its new parent company, Bemobi Mobile Tech S.A., of USD 1,500,000. These loans are charged interest and have a fixed term for repayment.

Accounts payable

The accrued payables balance with direct parent company, Bemobi Mobile Tech S.A, relates to an accrual for the license fee payable for the use that company's intellectual property, in accordance with an intercompany agreement. In addition, the balance includes invoiced and accrued amounts from various group companies for the recovery of costs incurred on behalf of the Company as part of ongoing business operations.

The table below presents a breakdown of revenues and expenses with companies in the Bemobi Mobile Tech S.A. group.

(USD)	2022	2021
Developer and user acquisition cost	(1 961 144)	(2 666 909)
Other operating expenses	-	93 928
Hosting cost revenue	49 739	-
Interest expense	(47 344)	(21 318)

PPL



Bemobi International AS Annual Report 2022

Notes

Note 8. Tax

(USD)	2022	2021
Current tax		
Profit (loss) before income tax	856 523	3 935 571
Permanent differences in profit (loss)	(628 174)	(1 871 556)
Changes in temporary differences	670 030	43 511
Basis for current tax	898 379	2 107 526
Utilized tax losses brought forward	-	-
Basis for tax payable on profit (loss)	898 379	2 107 526
Taxes payable on profit (loss)	197 643	463 656
Income tax expense		
Tax payable on profit (loss)	197 643	463 656
Withholding tax expense	1 163 075	(147 036)
Change in deferred tax liability / deferred tax asset	(177 450)	20 845
Other	11 737	(11 678)
Total income tax expense	1 195 005	325 787
Effective income tax rate	140 %	8 %
Specification of current income tax payable:		
Tax payable on profit (loss)	197 643	463 656
Withholding tax expense	-	(147 036)
Refund government grants (skattefunn)	-	(135 585)
Over-/underpaid tax for prior years	(141 664)	-
Other	1 828	(31 088)
Total income tax payable	57 807	149 947
Net deferred tax asset (liability)		
Accounts receivable	253 688	16 130
Provisions	10 019	2 723
Other intangible assets	(67 404)	-
Total deferred tax asset	196 303	18 853

Deferred tax is calculated with 22% as of 31.12.2022 (22% as of 31.12.2021)

The statutory tax rate applicable for the year has been used in calculating deferred taxes and taxes payable based on the transaction as reported in the functional currency (Norwegian kroner). With different underlying currencies used in transactions and different exchange rates between the various reports of the financial statements, the reported tax numbers in these financial statements may not directly reconcile back to the applicable statutory rate.

Permanent differences

Permanent differences primarily relate to withholding taxes withheld or accrued as withholdable by customers in accordance with the applicable withholding tax regimes.

PPL



Bemobi International AS Annual Report 2022

Notes

Note 9. Financial and liquidity risk

Financial risk

The majority of the financial risk that the Company is exposed to relates to currency risk due to exchange rate fluctuations. The majority of the Company's revenue and lending activities are in USD and the majority of the Company's expenses are in USD and NOK.

The unrealized foreign exchange gain (loss) is estimated as the differences between exchange rates. These numbers are shown in the table below.

{USD}	2022	2021
Realized / Unrealized FX gain (loss)		
Realized FX gain (loss)	289 970	(259 110)
Unrealized FX gain (loss)	476 460	358 013
Total	766 429	98 903

{USD}	2022	2021
Breakdown of cash deposits by currency		
USD	1 525 506	1 686 740
NOK	63 861	7 242
EUR	2 062	3 994
RUB	10 355	9 694
BYN	76 456	75 571
Total	1 678 241	1 783 241

Foreign exchange contracts

During 2022, the Company did not use forward exchange contracts to hedge its currency risk, and the Company had not entered into any foreign exchange contracts as of December 31, 2022.

The distribution per currency of gross accounts receivable, as of December 31, is presented in the table below. These exclude any accruals. The numbers below are presented in local currencies.

	2022	% gross AR
USD	240 732	3 %
INR	(12 221 598)	-2 %
MMK	(151 572 500)	-1 %
EUR	(12 675)	0 %
UAH	(3 774 212)	-1 %
IDR	(11 877 559)	0 %
NOK	72 781 265	93 %
MYR	(26)	0 %
NGN	187 452 742	5 %
RUB	4 847 461	1 %
BYN	380 234	2 %
Total		100 %

PPL



Bemobi International AS Annual Report 2022

Notes

	2021	% gross AR
USD	4 638 203	78 %
INR	26 838 640	6 %
MMK	1 601 344 629	15 %
EUR	14 353	0 %
UAH	3 686 266	2 %
IDR	105 048 874	0 %
NOK	(6 337 734)	-12 %
MYR	494	0 %
NGN	183 097 017	7 %
RUB	1 767 989	0 %
BYN	391 272	3 %
Total		100 %

Credit risk

Credit risk principally relates to the risk of losses that the Company would suffer if a counterparty fails to perform its financial obligations. The Company's exposure to credit risk is mainly related to external receivables. Credit risk is assessed for each specific customer. Further, the Group has not experienced significant credit-related losses during this or the previous financial year. Any provisions for bad debts are determined through individual assessments by customer. These assessments are carried out by financial management.

The majority of the Company's revenues are generated in countries where the payment process generally takes longer time, in part due to required government approvals.

Liquidity risk

The Company had the following liquidity reserve and credit facility as of December 31.

(USD)	2022	2021
Liquidity reserve		
Cash and cash equivalents	1 615 817	1 779 177
- of which restricted funds	62 423	4 064
Unrestricted cash	1 678 241	1 783 241

Financial liabilities

All financial liabilities are expected to be paid within 1 year of the balance date.

Note 10. Shareholder information

Share capital	Total	Face value (NOK)	Carrying value (NOK)
Ordinary shares	30 000	20	600 000

The Company's share capital is equal to USD 60 918 as of December 31, 2022.

Shareholder	Shares	Ownership and voting share
Bemobi Mobile Tech S.A.	30 000	100 %

All ordinary shares have equal voting rights and the right to receive dividends.

The parent entity Bemobi Mobile Tech S.A has headquarter in Rio De Janeiro (Brazil). The group financial statement where Bemobi International AS is consolidated, can be found at; <https://ri.bemobi.com.br/>

PPL



Bemobi International AS Annual Report 2022

Notes

Note 11. Other current liabilities

(USD)	2022	2021
Salary accruals	432 547	498 254
Other current liabilities	1 664 564	2 180 235
Total	2 097 112	2 678 489

The majority of other current liabilities comprises accruals made for user acquisition costs and payments to be made to app developers. User acquisition costs represents agreed-upon payments made to 3rd party owners of browsers used by customers to access the Company's products and services. Payments are made to app developers based on net revenue generated. These payments are typically determined in advance as a fixed percentage of the revenue earned. Bemobi recognizes publisher cost at the same time we recognize the associated revenue.

Note 12. Related parties

Apart from transactions with group companies in the normal course of business, the Company did not engage in any related party transactions, including with any members of the Board of Directors or key management personnel of the Company during 2021 and 2022.

Peter Panait Lojmand

Chairman of the board

Assinatura:

Email: peterl@bemobi.com



Munkedamsveien 45
PO Box 1704 Vika
0121 Oslo
Norway
www.bdo.no

Independent Auditor's Report

To the Annual Shareholders meeting of Bemobi International AS

Qualified Opinion

We have audited the financial statements of Bemobi International AS.

The financial statements comprise:

- The balance sheet as at 31 December 2022
- The income statement, statement of comprehensive income for 2022
- Statement of changes in equity
- Statement of cash flows for the year that ended 31 December 2022
- Notes to the financial statements, including a summary of significant accounting policies

In our opinion:

- The financial statements, except for the effects of the matter described in the Basis for Qualified Opinion section of our report, comply with applicable statutory requirements, and
- The financial statements, except for the effects of the matter described in the Basis for Qualified Opinion section of our report, give a true and fair view of the financial position of the Company as at 31 December 2022, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the EU.

Basis for Qualified Opinion

Accounts receivables

The company has recognized accounts receivables amounting to MNOK 57,5 in the statement of financial position as of 31 December 2022. We have not received sufficient and appropriate documentation for the company's provision for expected credit loss. Consequently, we are not able to conclude on the provision for expected credit loss and the possible effect on the company's result of the year and equity.

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards 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 as required by relevant laws and regulations in Norway and the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other information

The Board of Directors (management) is responsible for the other information. The other information comprises the Board of Directors' report. Our opinion on the financial statements does not cover the other information.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a



material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Opinion on the Board of Directors' report

Based on our knowledge obtained in the audit, in our opinion the Board of Directors' report

- is consistent with the financial statements and
- contains the information required by applicable statutory requirements.

Responsibilities of the Board of Directors for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with International Financial Reporting Standards as adopted by the EU, 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 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 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.

For further description of Auditor's Responsibilities for the Audit of the Financial Statements reference is made to:

<https://revisorforeningen.no/revisjonsberetninger>

BDO AS

Yngve Gjethammer
State Authorised Public Accountant
(This document is signed electronically)

Penneo Dokumentnøkkel: 6YJOB-ISFYU-QLSTE-IFJ4P-HWGGL-1M6ZW



PENNEO

The signatures in this document are legally binding. The document is signed using Penneo™ secure digital signature. The identity of the signers has been recorded, and are listed below.

"By my signature I confirm all dates and content in this document."

Yngve Gjethammer

Partner

On behalf of: BDO AS

Serial number: 9578-5998-4-785509

IP: 188.95.xxx.xxx

2023-09-04 14:19:35 UTC



Penneo document key: 6YJOB-5FYU-QLSTE-IFJAP-HWGGI-1M6ZW

This document is digitally signed using Penneo.com. The digital signature data within the document is secured and validated by the computed hash value of the original document. The document is locked and timestamped with a certificate from a trusted third party. All cryptographic evidence is embedded within this PDF, for future validation if necessary.

How to verify the originality of this document

This document is protected by an Adobe CDS certificate. When you open the

document in Adobe Reader, you should see, that the document is certified by **Penneo e-signature service <penneo@penneo.com>**. This guarantees that the contents of the document have not been changed.

You can verify the cryptographic evidence within this document using the Penneo validator, which can be found at <https://penneo.com/validator>