REBEL PENGUIN ApS

Nannasgade 28 2200 København N CVR no. 33 37 52 55

Annual report for 2023

Adopted at the annual general meeting on 19 June 2024

Anders Schæffer Heering chairman

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Statement by management on the annual report

The executive board has today discussed and approved the annual report of REBEL PENGUIN ApS for the financial year 1 January - 31 December 2023.

The annual report is 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 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 our opinion, management's review includes a fair review of the matters dealt with in the management's review.

Management recommends that the annual report should be approved by the company in general meeting.

Copenhagen, 19 June 2024

Executive board

Jonas Warrer CEO Anders Schæffer Heering director

Independent auditor's report

To the shareholder of REBEL PENGUIN ApS

Opinion

We have audited the financial statements of REBEL PENGUIN ApS for the financial year 1 January - 31 December 2023, which comprise income statement, balance sheet, statement of changes in equity, notes and summary of significant accounting policies. The financial statements are prepared under the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the company's 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 audit in accordance with International Standards on Auditing (ISAs) and the additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the "Auditor's responsibilities for the audit of the financial statements" section of our report. We are independent of the company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) and the additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements and IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Management's responsibilities for the financial statements

Management is responsible for the preparation of financial statements, that give a true and fair view in accordance with the Danish Financial Statements Act and for such internal control as management determines is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting in preparing the financial statements unless management either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Independent auditor's report

As part of an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to
 fraud or error, design and perform audit procedures responsive to those risks, and obtain audit
 evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not
 detecting a material misstatement resulting from fraud is higher than for one resulting from error as
 fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of
 internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures
 that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the
 effectiveness of the company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting in preparing the financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and contents of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.

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

Statement on management's review

Management is responsible for management's review.

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

Independent auditor's report

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

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

Based on the work we have performed, we conclude that management's review is in accordance with the financial statements and has been prepared in accordance with the requirements of the Danish Financial Statements Act. We did not identify any material misstatement of management's review.

Copenhagen, 19 June 2024

Deloitte Statsautoriseret Revisionspartnerselskab CVR no. 33 96 35 56

Mads Haugegaard Albrechtsen statsautoriseret revisor MNE no. mne45846

Company details

The company REBEL PENGUIN ApS

Nannasgade 28 2200 København N

CVR no.: 33 37 52 55

Reporting period: 1 January - 31 December 2023

Domicile: Copenhagen

Executive board Jonas Warrer, CEO

Anders Schæffer Heering, director

Auditors Deloitte

Statsautoriseret Revisionspartnerselskab

Weidekampsgade 6 2300 København S

Financial highlights

Seen over a 5-year period, the development of the Company may be described by means of the following financial highlights:

	2023	2022	2021	2020	2019
	TDKK	TDKK	TDKK	TDKK	TDKK
Key figures					
Gross profit	77.964	62.843	36.036	35.183	22.182
Profit before net financials	27.039	22.332	5.093	7.505	1.128
Profit for the year	19.994	16.431	3.508	5.767	501
Balance sheet total	102.290	71.730	44.644	31.717	23.468
Investment in property, plant and					
equipment	-1.141	-677	-466	-448	-1.053
Equity	53.389	33.110	15.524	11.328	5.561
Financial ratios					
Solvency ratio	52,2%	46,2%	34,8%	35,7%	23,7%
Return on assets	26,4%	31,1%	11,4%	23,7%	4,8%

The financial ratios are calculated in accordance with the Danish Finance Society's recommendations and guidelines. For definitions, see the summary of significant accounting policies..

Management's review

Business review

Rebel Penguin ApS is an online company specializing in online marketing combined with self-developed technology within iGaming and gambling. The goal of the company is to generate leads (depositing customers) to online sportsbooks and casinos by leveraging a portfolio of proprietary websites and marketing campaigns.

Recognition and measurement uncertainties

Recognition and measurement of assets and liabilitites are based on accounting estimates made by management. These estimates are made in accordance with the company's accounting policies and are based on managements assumptions and experiences. The accounting estimates are considered both realistic and appropriate.

Financial review

The company's income statement for the year ended 31 December 2023 shows a profit of DKK 19.993.772, and the balance sheet at 31 December 2023 shows equity of DKK 53.388.904.

2023 continued the strong performance seen in 2022. The company realized all-time high yearly revenue and EBITDA with a strong inbound cash flow. This achievement showcases the strength of the business model. With the growth in player intake and positive developments in website rankings, sustainable revenue growth and continued strong profitability are anticipated. The business model position the company for a promising future, and the management expects to increase geographical diversification. Management expectations to EBIT for 2023 was DKK 25.700.000 to 27.400.000. Profit before net financials in 2023 was 27.038.504 DKK. Management considers the results realized in 2023 satisfying.

Significant events occurring after the end of the financial year

No events have occurred after the balance sheet date which could significantly affect the company's financial position.

Expected development of the company, including specific prerequisites and uncertainties

The company is anticipated to experience continued growth in the future. Management forecasts an EBIT (Earnings Before Interest and Taxes) in the range of DKK 26.500.000 to DKK 28.500.000 for the upcoming year.

Intellectual capital resources

Rebel Penguin relies heavily on attracting and retaining employees who can drive the development of operations both in Denmark and GIG Media as a whole. The success of the business hinges on the company's ability to secure human resources with specialized skill sets essential to our value chain.

Management's review

Research and development activities in or for the company

Aligned with the company's strategy, there is a continuous focus on enhancing the product portfolio to add value for both customers and consumers. During the financial year 2023, the company secured new contracts, a trend that management expects to persist through 2024. In 2024, new development projects will be prioritized, consistent with past years. Each project undergoes a thorough needs assessment prior to initiation.

Operating and foreign exchange risk

It has been assessed, that there are no single significant risks to the operations of the company.

Activities abroad cause that net profit, cash flow and equity are influenced by exchange rate developments and interest rate trends for a number of currencies. The company does not cover these risks.

Income statement 1 January 2023 - 31 December 2023

	Note	2023 DKK	2022 DKK
Gross profit		77.963.841	62.843.187
Staff costs	2	-46.219.078	-37.542.579
Depreciation, amortisation and impairment of intangible assets and property, plant and equipment	3	-4.706.259	-2.968.763
Profit before net financials		27.038.504	22.331.845
Financial income Depreciation of non-current assets Financial costs	4 5	2.765.832 -2.873.840 -266.315	100.267 0 -936.183
Profit before tax		26.664.181	21.495.929
Tax on profit for the year Profit for the year	6	-6.670.409 19.993.772	-5.065.403 16.430.526
Recommended appropriation of profit			
Retained earnings		19.993.772	16.430.526
		19.993.772	16.430.526

Balance sheet at 31 December 2023

	Note	2023 DKK	2022 DKK
Assets			
Completed development projects		3.112.053	5.094.810
Acquired licences		193.603	50.438
Goodwill		477.683	913.097
Development projects in progress		584.125	808.216
Intangible assets	7	4.367.464	6.866.561
Other fixtures and fittings, tools and equipment	8	339.947	206.879
Leasehold improvements	8	608.293	501.843
Tangible assets		948.240	708.722
Deposits	9	319.517	316.781
Fixed asset investments		319.517	316.781
Total non-current assets		5.635.221	7.892.064
Trade receivables		28.530.823	25.678.460
Receivables from group enterprises		48.854.577	24.754.387
Other receivables		5.850.228	1.985.439
Prepayments	10	459.682	494.204
Receivables		83.695.310	52.912.490
Cash at bank and in hand		12.959.485	10.925.616
Total current assets		96.654.795	63.838.106
Total assets		102.290.016	71.730.170

Balance sheet at 31 December 2023

	Note	2023	2022
		DKK	DKK
Equity and liabilities			
Share capital		160.000	160.000
Reserve for development expenditure		2.873.666	4.604.361
Retained earnings		50.355.238	28.345.363
Equity		53.388.904	33.109.724
Provision for deferred tax	11	820.547	1.442.011
Total provisions		820.547	1.442.011
Other payables		499.037	594.092
Total non-current liabilities	12	499.037	594.092
Short-term part of long-term debt	12	95.055	95.055
Trade payables		19.731.818	18.855.642
Payables to group enterprises		9.592.774	8.518.553
Corporation tax		12.358.484	4.922.295
Other payables		5.803.397	4.192.798
Total current liabilities		47.581.528	36.584.343
Total liabilities		48.080.565	37.178.435
Total equity and liabilities		102.290.016	71.730.170
Total equity and habilities			

Statement of changes in equity

		Reserve for development	Retained	
	Share capital	expenditure	earnings	Total
Equity at 1 January 2023	160.000	4.604.361	28.345.362	33.109.723
Share-based payments	0	0	285.409	285.409
Transfers, reserves	0	-1.730.695	1.730.695	0
Net profit for the year	0	0	19.993.772	19.993.772
Equity at 31 December 2023	160.000	2.873.666	50.355.238	53.388.904

1 Significant events occurring after the end of the financial year

No significant events have occurred after the end of the financial year.

		2023	2022
2	Staff costs	DKK	DKK
	Wages and salaries	40.108.560	30.269.715
	Other social security costs	122.025	391.422
	Other staff costs	5.988.493	6.881.442
		46.219.078	37.542.579
	Including remuneration to the executive board:		
	Management remuneration	6.198.308	4.807.527
		6.198.308	4.807.527
	Average number of employees	64	57

The Company has issued warrants to management. As of 31 December 2023, the participants have subscribed for a number of warrants, entitling the holders to collectively buy 92,700 warrants of a nominal value of USD 9,270 for which 111,000 warrants of a nominal value of USD 11,100 were issued at 31 December 2022. The price of the warrants are agreed in advance on the terms set out in the share option agreement. Management is participating in a remuneration program dependent on the financial performance of the company, specifically the result for the year.

		2023	2022
		DKK	DKK
3	Depreciation, amortisation and impairment of intangible assets		
	and property, plant and equipment		
	Depreciation tangible assets	3.062.095	2.968.763
	Impairment intangible assets	1.644.164	0
		4.706.259	2.968.763
		-	

4 Financial income	DKK
Interest received from subsidiaries 2.666.285	0
Exchange gains 99.547	100.267
<u>2.765.832</u>	100.267
2023	2022
5 Financial costs	DKK
	72.074
Other financial costs 20.101	72.974
Exchange loss 246.214	863.209
<u>266.315</u>	936.183
2023	2022
6 Tax on profit for the year	DKK
	F 004 C03
•	5.081.683
Deferred tax for the year -621.464	-16.280
6.670.409	5.065.403

7 Intangible assets

	Completed development projects	Acquired licences	Goodwill	Development projects in progress
Cost at 1 January 2023 Additions for the year Disposals for the year Transfers for the year Cost at 31 December 2023	9.709.477 657.668 -1.342.835 344.382 9.368.692	776.523 240.710 0 0 1.017.233	4.354.136 0 0 0 4.354.136	808.216 421.620 0 -344.382 885.454
cost at 51 Determiner 2025	9.308.092	1.017.233	4.354.136	885.454
Impairment losses and amortisation at 1 January 2023 Impairment losses for the year Depreciation for the year Reversal of impairment and	4.614.667 0 1.641.972	726.085 0 97.545	3.441.039 0 435.414	0 301.329 0
depreciation of sold assets	0	0	0	0
Impairment losses and amortisation at 31 December 2023	6.256.639	823.630	3.876.453	301.329
Carrying amount at 31 December 2023	3.112.053	193.603	477.683	584.125

In line with the strategy, the company continuously focuses on the development of its product portfolio in order to create value for both customers and consumers. The company has closed new contracts with customers during the financial year 2023 which management also expects to continue through-out 2024. This has resulted in an increased activity level in development cost, including new development projects and an increased level of capitalizations. Prior to the start of the projects, the company has investigated the need for the development activities.

Tangible assets

Tangible assets		
	Other fixtures	
	and fittings,	
	tools and	Leasehold
	equipment	improvements
Cost at 1 January 2023	1.352.489	5.274.357
Additions for the year	304.500	836.555
Cost at 31 December 2023	1.656.989	6.110.912
Impairment losses and depreciation at 1 January 2023	1.145.610	4.772.514
Depreciation for the year	171.432	730.105
Impairment losses and depreciation at 31 December 2023	1.317.042	5.502.619
Carrying amount at 31 December 2023	339.947	608.293
Fixed asset investments		
		Deposits
Cost at 1 January 2023		316.781
Additions for the year		2.736
Cost at 31 December 2023		319.517
Carrying amount at 31 December 2023		319.517

10 Prepayments

9

Prepayments comprise prepaid expenses related to 2024.

				2023	2022
11	Provision for deferred tax			DKK	DKK
	Provision for deferred tax at 1 January	v 2023		1.442.011	1.458.291
	Deferred tax recognised in income sta			-621.464	-16.280
	Provision for deferred tax at 31 Dece	mber 2023		820.547	1.442.011
	Provisions for deferred tax on:				
	Intangible assets			888.635	1.472.844
	Property, plant and equipment			-169.217	-139.558
	Other taxable temporary differences			101.129	108.725
				820.547	1.442.011
12	Long term debt Other payables	Debt at 1 January 2023 594.092	Debt at 31 December 2023 499.037	Instalment next year 95.055	Debt outstanding after 5 years
		594.092	499.037	95.055	0
13	Rent and lease liabilities			2023 DKK	2022 DKK
	Liabilities under rental or lease agreer	ments until mat	urity in total	18.174.379	20.325.775

14 Related parties and ownership structure

Transactions

The company has, in accordance with the Danish financial statements act § 98 c (7) not disclosed any information on transactions with related parties as these were all conducted on arm's length basis.

Consolidated financial statements

Name and registered office of the Parent preparing consolidated financial statements for the smallest and largest group:

Gaming Innovation Group Inc. GiG Beach Triq Id-Dragunara St Julians, STJ 3148 Malta

The Group Annual Report of Gaming Innovation Group Inc. may be obtained at the following adress: www.gig.com/ir/

Accounting policies

The annual report of REBEL PENGUIN ApS for 2023 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to medium-sized enterprises of reporting class C.

The accounting policies applied are consistent with those of last year.

The annual report for 2023 is presented in DKK.

Basis of recognition and measurement

Income is recognised in the income statement as earned, including value adjustments of financial assets and liabilities. All expenses, including amortisation, depreciation and impairment losses, are also recognised in the income statement.

Assets are recognised in the balance sheet when it is probable that future economic benefits will flow to the company and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when it is probable that future economic benefits will flow from the company and the value of the liability can be measured reliably.

On initial recognition, assets and liabilities are measured at cost. On subsequent recognition, assets and liabilities are measured as described below for each individual accounting item.

Certain financial assets and liabilities are measured at amortised cost using the effective interest method. Amortised cost is calculated as the historic cost less any installments and plus/less the accumulated amortisation of the difference between the cost and the nominal amount.

On recognition and measurement, allowance is made for predictable losses and risks which occur before the annual report is presented and which confirm or invalidate matters existing at the balance sheet date.

Income statement

Gross profit

In pursuance of section 32 of the Danish Financial Statements Act, the company does not disclose its revenue.

Gross profit reflects an aggregation of revenue and other operating income less costs of other external expenses.

Accounting policies

Share-based payments

Equity-settled share-based payments to employees etc. are measured at the fair value of the award on the grant date. The fair value of the awards at the date of the grant, which is estimated to be equal to the market value, is expensed in the income statement (staff expenses) over the vesting period, with appropriate adjustments being made during the period to reflect expected and actual forfeitures. A corresponding entry is recorded directly through equity (retained earnings).

Revenue

Revenue from the sale of services is recognised in the income statement when delivery is made to the buyer. Revenue is recognised net of VAT, duties and sales discounts in connection with the sale and is measured at fair value of the consideration fixed.

Other operating income

The item Other operating income includes items of a secondary nature relative to the company's activities, including gains on the sale of intangible assets and items of property, plant and equipment, operating losses, indemnities relating to operating losses and conflicts as well as payroll refunds. Indemnities are recognised when it is more probable than not that the company is going to be indemnified.

Other external costs

Other external costs include expenses related to distribution, sale, advertising, administration, premises, bad debts, payments under operating leases, etc.

Staff costs

Staff costs include wages and salaries, including compensated absence and pensions, as well as other social security contributions, etc. made to the entity's employees.

Amortisation, depreciation and impairment losses

Amortisation, depreciation and impairment losses comprise the year's amortisation, depreciation and impairment of intangible assets and property, plant and equipment.

Financial income and expenses

Financial income and expenses are recognised in the income statement at the amounts that relate to the financial year. Net financials include interest income and expenses, financial expenses relating to finance leases, realised and unrealised capital/exchange gains and losses on securities, liabilities and foreign currency transactions, amortisation of financial assets and liabilities and surcharges and allowances under the Danish Tax Prepayment Scheme, etc.

Accounting policies

Tax on profit for the year

Tax for the year, which comprises the current tax charge for the year and changes in the deferred tax charge, is recognised in the income statement as regards the portion that relates to the profit/loss for the year and directly in equity as regards the portion that relates to entries directly in equity.

Balance sheet

Intangible assets

Goodwill acquired is measured at cost less accumulated amortisation. Goodwill is amortised on a straight-line basis over its useful life, which is assessed to be 10 years. The amortisation period is based on an assessment of the acquiree's market position and earnings capacity.

Intellectual property rights etc comprise development projects completed and in progress with related intellectual property rights, acquired domains and webpages.

Development projects on clearly defined and identifiable products and processes, for which the technical rate of utilisation, adequate resources and a potential future market or development opportunity in the enterprise can be established, and where the intention is to manufacture, market or apply the product or process in question, are recognised as intangible assets. Other development costs are recognised as costs in the income statement as incurred.

The cost of development projects comprises costs such as salaries and amortisation that are directly and indirectly attributable to the development projects.

Completed development projects are amortised on a straight-line basis using their estimated useful. The amortisation periods used are 5 years. Development projects are written down to the lower of recoverable amount and carrying amount.

Intellectual property rights acquired are measured at cost less accumulated amortisation. Property rights are amortised over their remaining duration. The amortisation periods used are 3-5 years, but no more than the remaining maturity for the specific property rights.

Intellectual property rights etc are written down to the lower of recoverable amount and carrying amount.

Tangible assets

Fixtures and fittings, tools and equipment are measured at cost less accumulated depreciation and impairment losses.

The depreciable amount is cost less the expected residual value at the end of the useful life.

Accounting policies

Cost comprises the acquisition price, costs directly attributable to the acquisition and preparation costs of the asset until the time when it is ready to be put into operation.

Straight-line depreciation is provided on the basis of the following estimated useful lives of the assets:

Useful life

Other fixtures and fittings, tools and equipment 3-5 years Leasehold improvements 5-7 years

The useful life and residual value are re-assessed annually. A change is accounted for as an accounting estimate, and the impact on amortisation/depreciation is recognised going forward.

Gains and losses on the sale of items of property, plant and equipment are calculated as the difference between the selling price, less costs to sell, and the carrying amount at the time of sale. Gains or losses on the sale of items of property, plant and equipment are recognised in the income statement under other operating income or other operating expenses, respectively.

Receivables

Receivables are measured at amortised cost.

Prepayments

Prepayments recognised under 'Current assets' comprises expenses incurred concerning subsequent financial years.

Cash and cash equivalents

Cash comprises cash in hand and bank deposits.

Equity

Income tax and deferred tax

Current tax liabilities and current tax receivables are recognised in the balance sheet as the estimated tax on the taxable income for the year, adjusted for tax on the taxable income for previous years and tax paid on account.

Deferred tax is measured according to the liability method in respect of temporary differences between the carrying amount of assets and liabilities and their tax base, calculated on the basis of the planned use of the asset and settlement of the liability, respectively. Deferred tax is measured at net realisable value.

Accounting policies

Liabilities

Liabilities, which include trade payables, payables to group entities and other payables, are measured at amortised cost, which is usually equivalent to nominal value.

Cash flow statement

No cash flow statement has been prepared for the company, as the company's cash flows are included in the consolidated cash flow statement, see section 86(4) of the Danish Financial Statements Act.

Financial Highlights Definitions of financial ratios. Solvency ratio Equity at year end x 100 Total assets Profit/loss before financials x 100 Total assets