

Carbon Equity B.V.

Report on the financial statements
2022

Auditor's report issued

Signed for identification purposes related to
auditor's report dated 28 July 2023



Table of contents

	Page
Accountants report	
Scope of engagement	3
General	4
Fiscal position	5
Financial statements	
Balance sheet as at 31 December 2022	6
Income statement for the year 2022	7
Notes to the financial statements	8
Notes to the balance sheet	10
Notes to the income statement	13
Other notes	15
Independent auditor's report	16

Carbon Equity B.V.
To the attention of the board of directors
Koningin Wilhelminaplein 1
1062 HG Amsterdam

Utrecht, 24 July 2023

Dear Directors,

Scope of engagement

The opinion is included in other notes. It concerns the Independent auditor's statement.

General

Adoption of the annual accounts

The Annual General Meeting of Shareholders had adopted the 2021 financial statements on the 31th of May 2022. The net result after taxation for the year ending 2021 was EUR -185,145.

Fiscal position

Calculation taxable amount

	<u>2022</u> EUR
Total of result before tax	-705,555
Partially deductible amounts	119
Taxable amount	<u><u>-705,436</u></u>

Loss compensation

Year	<u>Compensable loss</u> EUR	<u>Available for compensation at the end of the financial year</u> EUR
2020	2,658	2,658
2021	218,280	218,280
2022	705,436	705,436
	<u><u>926,374</u></u>	<u><u>926,374</u></u>

At December 31, 2022, the amount of losses to be carried forward is EUR 926.374. The losses can be carried forward unlimitedly with the future profits.

The losses to be settled have not been valued due to the uncertainty of future taxable profits.

Utrecht, 24 July 2023
4-Vision B.V.

Balance sheet as at 31 December 2022*(After proposal distribution of result)*

		<u>31-12-2022</u>	<u>31-12-2021</u>
		EUR	EUR
Fixed assets			
Property, plant and equipment	1	-	2,777
Current assets			
Receivables	2	124,482	65,331
Cash and cash equivalents	3	2,254,507	1,084,524
		<u>2,378,989</u>	<u>1,152,632</u>
Equity	4		
Share capital paid called up		365	292
Share premium		3,124,868	1,299,916
Other reserve		-926,100	-187,404
		<u>2,199,133</u>	<u>1,112,804</u>
Current liabilities, accruals and deferred income	5		
		179,856	39,828
		<u>2,378,989</u>	<u>1,152,632</u>

Income statement for the year 2022

		<u>2022</u>	<u>2021</u>
		EUR	EUR
Net turnover	6	787,406	41,485
Fund expenses	7	-56,271	-
Gross margin		731,135	41,485
Expenses of employee benefits	8	394,676	15,533
Depreciation of property, plant and equipment	9	289	106
Sales & marketing expenses	10	77,390	-
Office expenses	11	162,867	9,212
General expenses	12	801,468	234,521
Total of sum of expenses		1,436,690	259,372
Total of result before tax		-705,555	-217,887
Income tax expense		-33,141	32,742
Total of result after tax		-738,696	-185,145

Notes to the financial statements

Entity information

Registered address and registration number trade register

The registered and actual address of Carbon Equity B.V. is Koningin Wilhelminaplein 1, 1062 HG in Amsterdam, Nederland. Carbon Equity B.V. is registered at the Chamber of Commerce under number 77772784.

General notes

The most important activities of the entity

The activities of Carbon Equity B.V. consist mainly of offering direct access to individual investment funds.

Disclosure of going concern

Due to the size of the equity as per 31 December 2022 and the result over 2022 there is an uncertain element of material importance based on which there could be reasonable doubt about the continuity of the activities of Carbon Equity B.V. as a whole. Management expects profitability to be realised only after 5 years. Because profitability is not expected in the near future, the recoverable losses have not been valued. The accounting principles applied to the valuation of assets and liabilities and the determination of results in these financial statements are based on the assumption of continuity of the corporation.

These financial statements have been prepared on a going concern basis, which basis for valuation and determination of results assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. The equity of the Company amounts positive due to the shareholders deposited a share premium of EUR 3.124.868. The result of the year ended 31 December 2022 amounts to a loss EUR -738,696. The Management Board has assessed this situation and has a reasonable expectation that the Company has adequate resources to continue in operational existence in the foreseeable future. The Management Board is of the opinion that sufficient funding will be generated in 2023 to cover the losses during the start-up phase of the Company, a significant part of that funding to be provided by the existing shareholders of the Company. The Management Board expects that with further growth in operations, the Company will be profitable in the future.

Disclosure of estimates

In applying the principles and policies for drawing up the financial statements, the Management Board of Carbon Equity B.V. make different estimates and judgments that may be essential to the amounts disclosed in the financial statements. If it is necessary in order to provide the transparency required under Book 2, article 362, paragraph 1, the nature of these estimates and judgments, including related assumptions, is disclosed in the notes to the relevant financial statement item.

General accounting principles

The accounting standards used to prepare the financial statements

The financial statements are drawn up in accordance with the provisions of Title 9, Book 2 of the Dutch Civil Code and the Dutch Accounting Standards, as published by the Dutch Accounting Standards Board ('Raad voor de Jaarverslaggeving').

Assets and liabilities are generally valued at historical cost, production cost or at fair value at the time of acquisition. If no specific valuation principle has been stated, valuation is at historical cost.

Accounting principles

Property, plant and equipment

Tangible fixed assets are valued at historical cost or production cost including directly attributable costs, less straight-line depreciation based on the expected future life and impairments.

Receivables

Receivables are valued at the fair value of the consideration to be received, including transaction costs if material. Provisions for bad debts are deducted from the carrying amount of the receivable.

Share premium

The share premium originates from overpayments on the face value of the shares.

Current liabilities

Current liabilities are recognised at fair value.

Accounting principles for determining the result

The result is the difference between the realisable value of the goods/services provided and the costs and other charges during the year. The results on transactions are recognised in the year in which they are realised.

Revenue recognition

Net turnover comprises the income from the supply of goods and services and realized income from construction contracts after deduction of discounts and such like and of taxes levied on the turnover. The reimbursement for the setup fund is recognized when received. Management fee is recognized annually over the period that it is received.

Wages

The benefits payable to personnel are recorded in the income statement on the basis of the employment conditions.

Depreciation of property, plant and equipment

Tangible fixed assets are depreciated from the date of initial use over the expected future economic life of the asset.

Other operating expenses

Costs are determined on a historical basis and are attributed to the reporting year to which they relate.

Income tax expense

Tax on the result is calculated based on the result before tax in the income statement, taking account of the losses available for set-off from previous financial years and exempt profit components and after the addition of non-deductible costs. Due account is also taken of changes which occur in the deferred tax assets and deferred tax liabilities in respect of changes in the applicable tax rate.

Notes to the balance sheet

Fixed assets

1 Property, plant and equipment

	<u>31-12-2022</u> EUR	<u>31-12-2021</u> EUR
Other fixed assets	-	2,777
	<u> </u>	<u> </u>

Current assets

2 Receivables

Trade receivables

	<u>31-12-2022</u> EUR	<u>31-12-2021</u> EUR
Trade receivables	1,797	-
	<u> </u>	<u> </u>

Taxes

	<u>31-12-2022</u> EUR	<u>31-12-2021</u> EUR
Value added tax	-	25,883
Deferred tax assets	-	33,141
	<u> </u>	<u> </u>
	<u> </u>	<u> </u>

Current account shareholders

	<u>31-12-2022</u> EUR	<u>31-12-2021</u> EUR
Current account Anine B.V.	-	7
	<u> </u>	<u> </u>

Other receivables, prepayments and accrued income

	<u>31-12-2022</u>	<u>31-12-2021</u>
	EUR	EUR
Guarantee deposit	-	6,300
Amounts to be received	18,045	-
Amounts to be invoiced	72,862	-
Other amounts receivable	31,778	-
	<u>122,685</u>	<u>6,300</u>

3 Cash and cash equivalents

	<u>31-12-2022</u>	<u>31-12-2021</u>
	EUR	EUR
Cash in transit	14,141	1,981
Bank accounts	2,240,366	1,082,543
	<u>2,254,507</u>	<u>1,084,524</u>

Disclosure of cash and cash equivalents

The cash and cash equivalents are freely available to the company.

4 Equity

Movements in equity were as follows:

	<u>Share capi- tal paid cal- led up</u>	<u>Share pre- mium</u>	<u>Other reser- ve</u>	<u>Total</u>
	EUR	EUR	EUR	EUR
Balance as at 1 January 2022	292	1,299,916	-187,404	1,112,804
Appropriation of result	-	-	-738,696	-738,696
Addition in financial year	-	1,824,952	-	1,824,952
Issued share capital	73	-	-	73
Balance as at 31 December 2022	<u>365</u>	<u>3,124,868</u>	<u>-926,100</u>	<u>2,199,133</u>

Statement of the proposed appropriation of the result

The management of the company proposes to appropriate the result as follows:

The loss for the period 2022 in the amount of EUR 738,696 will be fully deducted from the other reserves.

Disclosure of share capital paid called up

The share capital of the company consists of 35.940 shares of EUR 0,01 each nominal, and a share X of EUR 5 nominal value.

Disclosure of share premium

In 2022 the shareholders deposited a share premium of EUR 1.824.952.

Disclosure of result after tax for the year

In anticipation of adoption by the shareholders, the negative result has been deducted from the other reserves.

5 Current liabilities, accruals and deferred income

	<u>31-12-2022</u>	<u>31-12-2021</u>
	EUR	EUR
Trade payables	42,652	16,432
Payables relating to taxes and social security contributions	18,317	444
Other liabilities and accrued expenses	118,887	22,952
	<u>179,856</u>	<u>39,828</u>

Other liabilities and accrued expenses

	<u>31-12-2022</u>	<u>31-12-2021</u>
	EUR	EUR
Current account shareholders	1,979	1,945
Accountancy and administration costs	15,488	950
Instalment invoiced in advance	-	7,354
Amounts to be paid	82,890	12,578
Holiday allowance	18,530	125
	<u>118,887</u>	<u>22,952</u>

Current account shareholders

	<u>31-12-2022</u>	<u>31-12-2021</u>
	EUR	EUR
Current account Wolfert Invest B.V.	723	706
Current account Wayfarer B.V.	1,256	1,239
	<u>1,979</u>	<u>1,945</u>

There is no interest calculated for the current-accounts.

Notes to the income statement

6 Net turnover

	<u>2022</u>	<u>2021</u>
	EUR	EUR
Turnover managementfee	294,746	41,485
Turnover setupfee	492,660	-
	<u>787,406</u>	<u>41,485</u>

7 Fund expenses

	<u>2022</u>	<u>2021</u>
	EUR	EUR
Fund expenses	56,271	-

Fund expenses

	<u>2022</u>	<u>2021</u>
	EUR	EUR
CDD expenses	21,969	-
AFM expenses	11,605	-
Fund administration	22,697	-
	<u>56,271</u>	<u>-</u>

In CDD expenses, EUR 1.765 pertains to 2021.

8 Expenses of employee benefits

	<u>2022</u>	<u>2021</u>
	EUR	EUR
Wages and salaries	294,342	7,714
Social security charges	44,430	702
Other expenses of employee benefits	55,904	7,117
	<u>394,676</u>	<u>15,533</u>

Other expenses of employee benefits

	<u>2022</u>	<u>2021</u>
	EUR	EUR
Recruitment cost	30,335	-
Traveling expenses	2,325	1,445
Parties and gifts employees	1,783	-
Canteen expenses	4,834	594
Training and courses	1,236	1,563
Catering outside the office	10,121	1,498
Congresses and seminars	3,282	1,605
Other personnel costs	1,988	412
	<u>55,904</u>	<u>7,117</u>

9 Depreciation of property, plant and equipment

	<u>2022</u>	<u>2021</u>
	EUR	EUR
Depreciation of property, plant and equipment	289	106

10 Sales & marketing expenses

	<u>2022</u>	<u>2021</u>
	EUR	EUR
Sales & marketing expenses	77,390	-

11 Office expenses

	<u>2022</u>	<u>2021</u>
	EUR	EUR
Inventory and supplies	2,674	461
Automation expenses	28,156	8,379
Software development	131,272	-
Other office expenses	765	372
	162,867	9,212

12 General expenses

	<u>2022</u>	<u>2021</u>
	EUR	EUR
Insurance premium	1,567	-
Founder expenses	316,871	110,300
Accountancy costs	30,543	2,916
Notarial expenses	29,719	12,370
Legal expenses	158,109	68,746
Travelling and team event expenses	5,039	-
Consultancy expenses	117,284	21,756
Write off VAT	-776	-
Other general expenses	61,777	3,070
Selling expenses	21,594	1,864
Housing expenses	59,741	13,499
	801,468	234,521

In legal expenses, EUR 10.050 pertains to 2021.

In consultancy expenses, EUR 9.075 pertains to 2021.

In other general expenses, EUR 1.271 pertains to 2021.

Other notes

Average number of employees

	<u>2022</u>	<u>2021</u>
Average number of employees over the period working in the Netherlands	7.00	1.14
Total of average number of employees over the period	<u>7.00</u>	<u>1.14</u>

Subsequent events

Disclosure of subsequent events

The company had no significant events or transactions that would require recognition or disclosure in the financial statement for the period after 2022.

Amsterdam,
Carbon Equity B.V.



Wolfert Invest B.V.
Represented by:
L.E. Koole



Wayfarer B.V.
Represented by:
J.L. van den Ende

Independent auditor's report

3579/July 28, 2023

Prepared by:

N. Brand AA

Website: www.accountantskoeleman.nl

Koeleman accountants & belastingadviseurs B.V.

BTW nr.: NL8127.49.959.B.01

KvK nr.: 28099585

AFM vergunning nr: 13000598

ING bank: 67.56.65.531

IBAN: NL71 INGB 0675 6655 31

BIC: INGBNL2A

STRICTLY CONFIDENTIAL

To the shareholders of:

Carbon Equity B.V.

Koningin Wilhelminaplein 1

1062 HG AMSTERDAM

INDEPENDENT AUDITOR'S REPORT

To: The shareholders of Carbon Equity B.V.

Report on the audit of the financial statements 2022 included in the annual report

Our opinion

We have audited the financial statements 2022 of Carbon Equity B.V. based in Amsterdam.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of Carbon Equity B.V. as at December 31, 2022 and of its result for 2022 in accordance with Part 9 of Book 2 of the Dutch Civil Code.

The financial statements comprise:

1. closing the balance sheet at December 31, 2022, with a balance sheet total of €2,378,989;
2. closing the income statement for 2022 with an after-tax result of negative €738,696; and
3. the notes containing a summary of the accounting policies used and other disclosures.

The basis for our opinion

We conducted our audit in accordance with Dutch law, including the Dutch Standards on Auditing. Our responsibilities under those standards are further described in the section "Our responsibilities for the audit of the financial statements" section of our report.

We are independent of Carbon Equity B.V. in accordance with the Wet toezicht accountantsorganisaties (Wta, Audit firms supervision act), the Verordening inzake de onafhankelijkheid van accountants bij assurance-opdrachten (ViO, Code of Ethics for Professional Accountants, a regulation with respect to independence) and other relevant independence regulations in the Netherlands. Furthermore, we have complied with the Verordening gedrags- en beroepsregels accountants (VGBA, Dutch Code of Ethics).

We believe the audit evidence we have obtained is sufficient and appropriate as a basis for our opinion.

3579

Annual Accounts dated July 28, 2023

In relation to the audit of the financial statements 2022 of Carbon Equity B.V.
With a balance total of €2,378,989 and a negative result after tax of €738,696

Page 1 of 4

Vestiging Hilversum

Vreelandseweg 7
1216 CG Hilversum
Telefoon: 035 - 6244 341
E-mail: welkom@accountantskoeleman.nl

Vestiging Voorschoten

Kon. Wilhelminalaan 8
2252 GN Voorschoten
Telefoon: 071 - 5617 950
E-mail: voorschoten@accountantskoeleman.nl

Vestiging Amsterdam

Mensinghe 28
1083 HC Amsterdam
Telefoon: 035 - 6244 341

Report on the other information included in the annual report

The annual report contains other information, in addition to the financial statements and our auditor's report thereon. The other information consists of:

1. the management report;
2. other information as required by Part 9 of Book 2 of the Dutch Civil Code.

Based on the following procedures performed, we conclude that the other information:

- is consistent with the financial statements and does not contain material misstatements;
- contains all the information regarding the management report and the other information as required by Part 9 of Book 2 of the Dutch Civil Code.

We have read the other information. Based on our knowledge and understanding obtained through our audit of the financial statements or otherwise, we have considered whether the other information contains material misstatements.

By performing these procedures, we comply with the requirements of Part 9 of Book 2 of the Dutch Civil Code and the Dutch Standard 720. The scope of the procedures performed is substantially less than the scope of those performed in our audit of the financial statements.

Management is responsible for the preparation of the management report in accordance with Part 9 of Book 2 of the Dutch Civil Code and other information as required by Part 9 of Book 2 of the Dutch Civil Code.

Description of responsibilities regarding the financial statements

Responsibilities of management for the financial statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Part 9 of Book 2 of the Dutch Civil Code. Furthermore, management is responsible 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.

As part of the preparation of the financial statements, management is responsible for assessing the company's ability to continue as a going concern. Based on the financial reporting framework mentioned, management should prepare the financial statements 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. Management should disclose events and circumstances that may cast significant doubt on the company's ability to continue as a going concern in the financial statements.

Our responsibilities for the audit of the financial statements

Our objective is to plan and perform the audit engagement in a manner that allows us to obtain sufficient and appropriate audit evidence for our opinion.

Our audit has been performed with a high, but not absolute, level of assurance, which means we may not detect all material errors and fraud during our audit.

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. The materiality affects the nature, timing and extent of our audit procedures and the evaluation of the effect of identified misstatements on our opinion.

We have exercised professional judgement and have maintained professional scepticism throughout the audit, in accordance with Dutch Standards on Auditing, ethical requirements and independence requirements. Our audit included among others:

- identifying and assessing the risks of material misstatement of the financial statements, whether due to fraud or error, designing and performing audit procedures responsive to those risks, and obtaining 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;
- obtaining 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 entity's internal control;
- evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
- concluding on the appropriateness of management's use of the going concern basis of accounting, 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 a company to cease to continue as a going concern.
- evaluating the overall presentation, structure and content of the financial statements, including the disclosures; and
- evaluating whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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 findings in internal control that we identify during our audit.

Hilversum, July 28, 2023

Koeleman accountants & belastingadviseurs B.V.

A handwritten signature in blue ink, appearing to be 'N. Brand', with a long horizontal stroke extending to the right.

N. Brand

Accountant-Administratieconsulent