

**BRXS B.V.**  
**SINGEL 542 UNIT 1B05**  
**1017 AZ AMSTERDAM**

**ANNUAL REPORT 2021/2022**

## **BRXS B.V., AMSTERDAM**

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**CONSOLIDATED FINANCIAL STATEMENTS 2021/2022**

Brxs B.V.

Amsterdam

**BRXS B.V., AMSTERDAM**

**1 CONSOLIDATED BALANCE SHEET AS AT DECEMBER 31, 2022**

(after appropriation of results)

	<u>12/31/2022</u>	<u>10/15/2021</u>
	€	€
<b>ASSETS</b>		
<b>Fixed assets</b>		
<b>Intangible fixed assets</b> (1)		
Online platform	<u>403,089</u>	<u>-</u>
<b>Tangible fixed assets</b> (2)		
Investment property	2,786,785	-
Equipment	12,943	-
	<u>2,799,728</u>	<u>-</u>
<b>Financial fixed assets</b> (3)		
Other receivables	<u>14,948</u>	<u>-</u>
<b>Current assets</b>		
<b>Receivables, prepayments and accrued income</b> (4)		
Receivables from participant	-	10
Other receivables, deferred assets	85,083	-
	<u>85,083</u>	<u>10</u>
<b>Cash and cash equivalents</b> (5)	<u>1,123,097</u>	<u>-</u>
	<u><u>4,425,945</u></u>	<u><u>10</u></u>

	<u>12/31/2022</u>	<u>10/15/2021</u>
	€	€
<b>LIABILITIES</b>		
<b>Group equity</b>	(6) <u>1,402,069</u>	<u>10</u>
<b>Non-current liabilities</b>	(7)	
Other debenture loans and privately placed loans	<u>1,289,800</u>	<u>-</u>
<b>Current liabilities</b>	(8)	
Short term loan received from shareholder	770,000	-
Creditors	3,063	-
Taxes and social securities	92,359	-
Other liabilities and Accruals and deferred income	868,654	-
	<u>1,734,076</u>	<u>-</u>
	<u><u>4,425,945</u></u>	<u><u>10</u></u>

## 2 CONSOLIDATED PROFIT &amp; LOSS ACCOUNT FOR THE YEAR 2021/2022

		<b>2021/2022</b>
		<u>€</u>
<b>Net turnover</b>	(9)	113,955
<b>Operating expenses</b>		
Wages and salaries	(10)	592,948
Social security charges	(11)	39,197
Amortisation of intangible fixed assets	(12)	67,183
Depreciation of tangible fixed assets	(13)	25,234
Other operating expenses	(14)	805,666
		<u>1,530,228</u>
<b>Operating result</b>		(1,416,273)
Interest and similar income and expenses	(15)	(94,632)
<b>Result before tax</b>		<u>(1,510,905)</u>
Taxes		-
<b>Result after tax</b>		<u><u>(1,510,905)</u></u>

### **3 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

#### **GENERAL**

The financial statements have been prepared in accordance with the statutory provisions of Title 9, Book 2 of the Dutch Civil Code and the applicable pronouncements in the Dutch Accounting Standards as issued by the Dutch Accounting Standards Board.

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. In the balance sheet and profit and loss account, references are included. These references refer to the explanatory notes.

#### **Activities**

The activities of Brxs B.V. and its group companies consist mainly of investing and maintaining properties and launching and operating a platform to make real estate investment accessible to all.

#### **Registered office, legal form and registration number at the chamber of commerce**

The registered and actual address of Brxs B.V. (CoC file 84219491) is Singel 542 Unit 1B05 in Amsterdam.

#### **Group structure**

The consolidation includes the financial information of Brxs B.V., its group companies and other entities in which it exercises control or whose central management it conducts. Group companies are entities in which Brxs B.V. exercises direct or indirect control based on a shareholding of more than one half of the voting rights, or of which it has the authority to govern otherwise their financial and operating policies. Potential voting rights that can be exercised directly from the balance sheet date are also taken into account.

## **BRXS B.V., AMSTERDAM**

### **List of participating interests**

Brxs B.V. in Amsterdam is the head of a group of legal entities. The overview of the data as required in accordance with Articles 2:379 and 2:414 of the Netherlands Civil Code is included below:

<b>Name</b>	<b>Statutory registered office</b>	<b>Share in issued capital</b>
		<b>%</b>
Van Speijkstraat 48-3 B.V.	Amsterdam	100.00
Van Nijenrodeweg 839 B.V.	Amsterdam	100.00
Lucellestraat 42-3 B.V.	Amsterdam	100.00
Naya Consulting B.V.	Amsterdam	100.00
Sumer Group B.V.	Amsterdam	100.00

### **Consolidation principles**

Financial information relating to group companies and other legal entities which are controlled by Brxs B.V. The consolidated annual account have been prepared in accordance with the accounting principles for valuation and result determination of Brxs B.V.

Financial information relating to the group companies and the other legal entities and companies included in the consolidation is fully included in the consolidated annual account, eliminating the intercompany relationships and transactions. Third-party shares in equity and results of group companies are separately disclosed in the consolidated annual accounts.

Financial statements of the subsidiaries are included in the consolidated financial statements from the date that control commences (the acquisition date) until the date that control ceases. At acquisition date the assets, provisions and liabilities are measured at fair values. Goodwill paid is capitalised, to which amortisation is charged based on the estimated useful life. The results of participating interests sold during the year are recognised until the moment of disposal.



**ACCOUNTING PRINCIPLES APPLIED TO THE VALUATION OF ASSETS AND LIABILITIES**

**Impairment of fixed assets**

On each balance sheet date, the company assesses whether there are any indications that a fixed asset may be subject to impairment. If there are such indications, the realisable value of the asset is determined. If it is not possible to determine the realisable value of the individual asset, the realisable value of the cash-generating unit to which the asset belongs is determined.

An impairment occurs when the carrying amount of an asset is higher than the realisable value; the realisable value is the higher of the realisable value and the value in use. An impairment loss is directly recognised in the income statement while the carrying amount of the asset concerned is concurrently reduced.

If it is established that an impairment that was recognised in the past no longer exists or has reduced, the increased carrying amount of the asset concerned is set no higher than the carrying amount that would have been determined if no impairment value adjustment for the asset concerned had been reported.

The Company assesses at each balance sheet date whether there is objective evidence that a financial asset is impaired. If any such evidence exists, the impairment loss is determined and recognised in the income statement.

The amount of an impairment loss incurred on financial assets stated at amortised cost is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition). If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss shall be reversed. The reversal shall not result in a carrying amount of the financial asset that exceeds what the amortised cost would have been had the impairment not been recognised at the date the impairment is reversed. The amount of the reversal shall be recognised through profit or loss.

### **Intangible fixed assets**

Intangible fixed assets are stated at historical cost less amortisation. Impairments are taken into consideration; this is relevant in the event that the carrying amount of the asset (or of the cash-generating unit to which the asset belongs) is higher than its realisable value.

With regard to the determination as to whether an intangible fixed asset is subject to an impairment, please refer to note "Impairment of fixed assets".

Development costs:

Expenditure on development projects is capitalised as part of the production cost if it is likely from both a commercial and technical perspective that the project will be successful (i.e.: if it is likely that economic benefits will be realised) and the cost can be determined reliably. A legal reserve has been recognised within equity with regard to the recognised development costs for the capitalised amount. The amortisation of capitalised development costs commences at the time when the commercial production starts and takes place over the expected future useful life of the asset.

Research costs are recognised in the income statement.

### **Tangible fixed assets**

Tangible fixed assets are presented at acquisition price less cumulative depreciation and, if applicable, less impairments in value. Depreciation is based on the estimated useful life and calculated as a fixed percentage of cost, taking into account any residual value. Depreciation is provided from the date an asset comes into use.

### **Financial fixed assets**

Participations (associates), over which significant influence can be exercised, are valued according to the net asset value method. In the event that 20% or more of the voting rights can be exercised, it may be assumed that there is significant influence.

## **BRXS B.V., AMSTERDAM**

The net asset value is calculated in accordance with the accounting principles that apply for these financial statements; with regard to participations in which insufficient data is available for adopting these principles, the valuation principles of the respective participation are applied.

If the valuation of an associate based on the net asset value is negative, it will be stated at nil. If and insofar as Brxs B.V. can be held fully or partially liable for the debts of the associate, or has the firm intention of enabling the participation to settle its debts, a provision is recognised for this.

The amount by which the carrying amount of the associate has changed since the previous financial statements as a result of the net result achieved by the associate is recognised in the income statement.

### **Loans receivables**

Receivables recognised under financial fixed assets are initially valued at the fair value less transaction cost (if material). These receivables are subsequently valued at amortised cost. For determining the value, any impairments are taken into account.

### **Cash and cash equivalents**

The cash is valued at face value. If cash equivalents are not freely disposable, then this has been taken into account in the valuation.

### **Equity**

When Brxs B.V. purchases treasury shares, the consideration paid is deducted from equity (other reserves) or any other reserve (if the articles of association allow so) until the shares are cancelled or reissued. Where such shares are subsequently reissued, any consideration received is included in equity (other reserves or any other reserve). The consideration received will be added to the reserve from which earlier the purchase price has been deducted.

Incremental costs directly attributable to the purchase, sale and/or issue of new shares are shown in equity as a deduction, net of tax, from the proceeds.

## **BRXS B.V., AMSTERDAM**

### **Non-current liabilities**

On initial recognition long-term debts are recognised at fair value. Transaction costs which can be directly attributed to the acquisition of the long-term debts are included in the initial recognition. After initial recognition long-term debts are recognised at the amortised cost price, being the amount received taking into account premiums or discounts and minus transaction costs.

The difference between stated book value and the mature redemption value is accounted for as interest cost in the profit and loss account on the basis of the effective interest rate during the estimated term of the long-term debts.

### **Current liabilities**

Current liabilities are stated at face value and have a maturity of less than one year.

### **Provision for major maintenance of buildings**

A provision is recognised for expenditures incurred on major maintenance work on buildings in order to spread these costs over a number of financial years. The addition to the provision is determined based on the expected amount of the maintenance work and the intervals between the times when major maintenance work is carried out.

## **ACCOUNTING PRINCIPLES FOR THE DETERMINATION OF THE RESULT**

Income and expenses are allocated to the year to which they relate. Profits are only included insofar as they have been realized on the balance sheet date. Liabilities and possible losses that originate before the end of the reporting year are taken into account if they have become known before the preparation of the annual accounts.

### **General**

The result is the difference between the realisable value of the 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**

#### ***General***

Net sales include revenues from providing services net of discounts and the like and taxes levied from sales.

## **BRXS B.V., AMSTERDAM**

### ***Supply of services***

Revenues from the services rendered are recognised in proportion to the services delivered, based on the services rendered up to the balance sheet date in proportion to the total of services to be rendered.

### **Expenses general**

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

### **Financial income and expenses**

#### ***Interest income and interest expenses***

Interest income and expenses are recognised on a pro rata basis, taking account of the effective interest rate of the assets and liabilities to which they relate. In accounting for interest expenses, the recognised transaction expenses for loans received are taken into consideration.

#### ***Currency translation differences***

Currency translation differences arising upon the settlement or conversion of monetary items are recognised in the income statement in the period that they are realised, unless hedge accounting is applied.

### **Taxes**

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 (to the extent that they have not already been included in the deferred tax assets) 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.

## 4 NOTES TO THE CONSOLIDATED BALANCE SHEET AS OF DECEMBER 31, 2022

## ASSETS

## FIXED ASSETS

## 1. Intangible fixed assets

	<b>Online platform</b>
	<u>€</u>
<i>Carrying amount as of October 16, 2021</i>	
Purchase price	-
Cumulative amortisation and impairment	-
	<u>-</u>
	<u>-</u>
<i>Movement</i>	
Investments	470,272
Amortisation	(67,183)
	<u>403,089</u>
	<u>403,089</u>
<i>Carrying amount as of December 31, 2022</i>	
Purchase price	470,272
Cumulative amortisation and impairment	(67,183)
	<u>403,089</u>
	<u>403,089</u>
<i>Amortisation rates</i>	
	%
Online platform	14,3

## BRXS B.V., AMSTERDAM

### 2. Tangible fixed assets

	Investment property	Equipment	Total
	€	€	€
<i>Carrying amount as of October 16, 2021</i>			
Purchase price	-	-	-
Cumulative depreciation and impairment	-	-	-
	-	-	-
<i>Movement</i>			
Investments	2,810,548	14,414	2,824,962
Depreciation	(23,763)	(1,471)	(25,234)
	<u>2,786,785</u>	<u>12,943</u>	<u>2,799,728</u>
<i>Carrying amount as of December 31, 2022</i>			
Purchase price	2,810,548	14,414	2,824,962
Cumulative depreciation and impairment	(23,763)	(1,471)	(25,234)
<i>Carrying amount as of December 31, 2022</i>	<u>2,786,785</u>	<u>12,943</u>	<u>2,799,728</u>
<i>Depreciation rates</i>			%
Investment property			10
Equipment			20

### 3. Financial fixed assets

	12/31/2022	10/15/2021
	€	€
<b>Other receivables</b>		
Deposits	<u>14,948</u>	<u>-</u>

## BRXS B.V., AMSTERDAM

### CURRENT ASSETS

#### 4. Receivables, prepayments and accrued income

	<u>12/31/2022</u>	<u>10/15/2021</u>
	€	€
<b>Receivables from participant</b>		
Brxs Inc.	-	10

There has not been calculated interest.

#### Other receivables, deferred assets

#### Prepayments and accrued income

Miscellaneous	1,224	-
Investment funds to be received	27,985	-
BRXS Fee received in advance	55,874	-
	<u>85,083</u>	<u>-</u>

It is expected that the maturity of part of the BRXS Fee is longer than one year. However, it is not possible to determine the size of this portion.

#### 5. Cash and cash equivalents

ABN AMRO Bank N.V.	35,462	-
Revolut main	841,875	-
Revolut USD	4	-
Revolut Hillevliet	35,023	-
Revolut Brxs Investors	210,733	-
	<u>1,123,097</u>	<u>-</u>



**EQUITY AND LIABILITIES**

**6. Group equity**

Please refer to the notes to the company balance sheet on page 32 of this report for an explanation of the equity.

**7. Non-current liabilities**

	<b>12/31/2022</b>	<b>10/15/2021</b>
	€	€
<b>Other debenture loans and privately placed loans</b>		
Investor funds	1,189,800	-
Loan Mogelijk	100,000	-
	<u>1,289,800</u>	<u>-</u>

**8. Current liabilities**

**Short term loan received from shareholder**

Picus Capital GmbH	<u>770,000</u>	<u>-</u>
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**Taxes and social securities**

VAT	<u>92,359</u>	<u>-</u>
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## BRXS B.V., AMSTERDAM

### Other liabilities and Accruals and deferred income

	<u>12/31/2022</u>	<u>10/15/2021</u>
	€	€
<b>Accruals and deferred income</b>		
Holiday accruals	11,103	-
Interest and bank charges	88,452	-
Prepaid amount	6,401	-
Amounts to be paid	733,500	-
Security deposit	18,070	-
Accrued operating expenses	11,128	-
	<u>868,654</u>	<u>-</u>

### CONTINGENT LIABILITIES

#### Contingent liabilities

##### *Fiscal unity*

Together with Lucellestraat 42-3 B.V, Van Nijenrodeweg 839 B.V. and Van Speijkstraat 48-3 B.V., the Company forms a fiscal unity for corporate income tax purposes; the standard conditions stipulate that each of the companies is liable for the tax payable by all companies belonging to the fiscal unity.

#### Off-balance sheet commitments

##### *Employee promises*

Brxs B.V. has promised stock options to its employees as part of their employment contract (130.000 as per 31 December 2022). These have not yet been formally granted. Primarily, because it was planned that employees would receive stock options in BRXS Inc. (shareholder of Brxs B.V.). Due to a change in the company structure following an investment round and based on the investors' investment conditions, Brxs B.V. has assumed the role of BRXS Inc. as of September 2022. As a result, the stock option plan that was being prepared for BRXS Inc. has been halted. A stock option plan for Brxs B.V. based on Dutch law is currently in development.

##### *Office rent*

The contract expires on March 31, 2023.

## **BRXS B.V., AMSTERDAM**

### **Post-balance sheet events**

In April 2023, the Picus loan was partially repaid and the outstanding balance reduced to €141,895. It was replaced by two mortgages for a total of €645,000 on the properties Lucellestraat and Van Neijenrodeweg.

## 5 NOTES TO THE CONSOLIDATED PROFIT &amp; LOSS ACCOUNT FOR THE YEAR 2021/2022

	<u>2021/2022</u>
	€
<b>9. Net turnover</b>	
Rental income	57,705
Issuance fees	55,874
Transactions fees	376
	<u>113,955</u>
<b>Employee expenses</b>	
<b>10. Wages and salaries</b>	
Gross wages	405,870
Holiday allowances	30,915
Temporary workers	113,040
Special rewards	43,123
	<u>592,948</u>
Gross wages includes an addition to accrual for outstanding holidays.	
<b>11. Social security charges</b>	
Social contributions	<u>39,197</u>
<b>Staff</b>	
During 2021/2022, 3 employees were employed on a full-time basis.	
<b>Amortisation and depreciation</b>	
<b>12. Amortisation of intangible fixed assets</b>	
Online platform	67,183
	<u>67,183</u>
<b>13. Depreciation of tangible fixed assets</b>	
Investment property	23,763
Equipment	1,471
	<u>25,234</u>

**BRXS B.V., AMSTERDAM**

	<b>2021/2022</b>
	€
<b>14. Other operating expenses</b>	
Other labour costs	47,287
Accommodation expenses	54,575
Operating costs	4,427
Office expenses	66,003
Car expenses	340
Selling and distribution expenses	173,889
General expenses	459,145
	<u>805,666</u>
<i>Other labour costs</i>	
Canteen costs	287
Other labour costs	47,000
	<u>47,287</u>
<i>Accommodation expenses</i>	
Rent office	44,546
Maintenance buildings	2,430
Tax and business expenses	2,320
Cleaning costs	182
Other accommodation expenses	5,097
	<u>54,575</u>
<i>Operating costs</i>	
Minor assets	<u>4,427</u>
<i>Office expenses</i>	
Office supplies	5,101
Printed matter	302
Automation costs	60,266
Telephone expenses	18
Postage	108
Other office supplies	208
	<u>66,003</u>

**BRXS B.V., AMSTERDAM**

	<u>2021/2022</u>
	€
<i>Car expenses</i>	
Car rental	<u>340</u>
<i>Selling and distribution expenses</i>	
Publicity and advertisement	157,021
Representation costs	1,135
Travelling expenses	8,905
Food and beverage costs	765
Provisions	4,302
Shop costs, packing charges and exhibition costs	60
Business gifts	563
Other cost of sales	1,138
	<u>173,889</u>
<i>General expenses</i>	
Management fees	1,021
Audit costs	121
Accounting costs	13,889
Professional services fee	362,763
Contribution and subscription	153
Other general expenses	81,198
	<u>459,145</u>

**BRXS B.V., AMSTERDAM****Financial income and expenses**

	<u>2021/2022</u>
	€
<b>15. <i>Interest and similar income and expenses</i></b>	
Interest tax	(109)
Bank charges	(686)
Exchange differences	16,157
Interest loan	(88,452)
Other interest payable	6
Interest investors	(21,548)
	<u>(94,632)</u>

## **COMPANY FINANCIAL STATEMENTS 2021/2022**



**BRXS B.V., AMSTERDAM****6 COMPANY BALANCE SHEET AS AT DECEMBER 31, 2022**

(after appropriation of results)

	<u>12/31/2022</u>	<u>10/15/2021</u>
	€	€
<b>ASSETS</b>		
<b>Fixed assets</b>		
<b>Intangible fixed assets</b> (16)		
Online platform	<u>403,089</u>	<u>-</u>
<b>Tangible fixed assets</b> (17)		
Equipment	<u>10,443</u>	<u>-</u>
<b>Financial fixed assets</b> (18)		
Participations in group companies	5	-
Receivables from group companies	751,740	-
Other receivables	<u>14,948</u>	<u>-</u>
	<u>766,693</u>	<u>-</u>
<b>Current assets</b>		
<b>Receivables, prepayments and accrued income</b> (19)		
Receivables from participant	-	10
Other receivables, deferred assets	<u>158,651</u>	<u>-</u>
	<u>158,651</u>	<u>10</u>
<b>Cash and cash equivalents</b> (20)	<u>1,123,097</u>	<u>-</u>
<b>TOTAL OF ASSETS</b>	<u><u>2,461,973</u></u>	<u><u>10</u></u>

	<u>12/31/2022</u>	<u>10/15/2021</u>
	€	€
<b>EQUITY AND LIABILITIES</b>		
<b>Equity</b>	(21)	
Issued share capital	16	10
Share premium reserve	2,912,958	-
Legal reserves	403,089	-
Other reserves	(1,913,831)	-
	<u>1,402,232</u>	<u>10</u>
<b>Current liabilities</b>	(22)	
Short term loan received from shareholder	770,000	-
Creditors	3,064	-
Loans from participations in group companies	63,798	-
Taxes and social securities	92,359	-
Other liabilities and Accruals and deferred income	130,520	-
	<u>1,059,741</u>	<u>-</u>
<b>TOTAL OF EQUITY AND LIABILITIES</b>	<u><u>2,461,973</u></u>	<u><u>10</u></u>

## 7 COMPANY PROFIT AND LOSS ACCOUNT OVER 2021/2022

	<b>2021/2022</b>
	<b>€</b>
<b>Gross margin</b>	<b>57,708</b>
<b>Operating expenses</b>	
Wages and salaries	(24) 592,948
Social security charges	(25) 39,197
Amortisation of intangible fixed assets	(26) 67,183
Depreciation of tangible fixed assets	(27) 1,471
Other operating expenses	(28) 789,730
	<u>1,490,529</u>
<b>Operating result</b>	<b>(1,432,821)</b>
Interest and similar income and expenses	(29) (47,221)
<b>Result before tax</b>	<b>(1,480,042)</b>
Taxes	-
	<u>(1,480,042)</u>
Result participating interests	(30) (30,700)
<b>Result after tax</b>	<b><u>(1,510,742)</u></b>

**8 GENERAL ACCOUNTING PRINCIPLES FOR THE PREPARATION OF THE FINANCIAL STATEMENTS**

The company financial statements have been prepared in accordance with the statutory provisions of Title 9, Book 2 of the Dutch Civil Code and the applicable pronouncements in the Dutch Accounting Standards as issued by the Dutch Accounting Standards Board.

The accounting policies for the company financial statements and the consolidated financial statements are the same. Group companies are stated at net asset value in accordance with the accounting principles as disclosed in the consolidated financial statements.

For the accounting policies for the company balance sheet and income statement, reference is made to the notes to the consolidated balance sheet and income statement.

## 9 NOTES TO THE COMPANY BALANCE SHEET AS OF DECEMBER 31, 2022

## ASSETS

## FIXED ASSETS

## 16. Intangible fixed assets

	<b>Online platform</b>
	<u>€</u>
<i>Carrying amount as of October 16, 2021</i>	
Purchase price	-
Cumulative amortisation and impairment	-
	<u>-</u>
	<u>-</u>
<i>Movement</i>	
Investments	470,272
Amortisation	(67,183)
	<u>403,089</u>
	<u>403,089</u>
<i>Carrying amount as of December 31, 2022</i>	
Purchase price	470,272
Cumulative amortisation and impairment	(67,183)
	<u>403,089</u>
	<u>403,089</u>
<i>Amortisation rates</i>	
	%
Online platform	14,3

## BRXS B.V., AMSTERDAM

### 17. Tangible fixed assets

	<b>Equipment</b>
	<b>€</b>
<i>Carrying amount as of October 16, 2021</i>	
Purchase price	-
Cumulative depreciation and impairment	-
	<u>-</u>
	<u>-</u>
<i>Movement</i>	
Investments	11,914
Depreciation	(1,471)
	<u>10,443</u>
	<u>10,443</u>
<i>Carrying amount as of December 31, 2022</i>	
Purchase price	11,914
Cumulative depreciation and impairment	(1,471)
	<u>10,443</u>
<i>Carrying amount as of December 31, 2022</i>	<u>10,443</u>
	<u>10,443</u>
<i>Depreciation rates</i>	
	%
Equipment	20

### 18. Financial fixed assets

	<b>12/31/2022</b>	<b>10/15/2021</b>
	<b>€</b>	<b>€</b>
<b>Participations in group companies</b>		
Van Speijkstraat 48-3 B.V.	1	-
Van Nijenrodeweg 839 B.V.	1	-
Lucellestraat 42-3 B.V.	1	-
Naya Consulting B.V.	1	-
Sumer Group B.V.	1	-
	<u>5</u>	<u>-</u>
	<u>5</u>	<u>-</u>

**BRXS B.V., AMSTERDAM**

	<u>12/31/2022</u>	<u>10/15/2021</u>
	€	€
<b>Receivables from group companies</b>		
Van Nijenrodeweg 839 B.V.	352,790	-
Lucellestraat 42-3 B.V.	398,950	-
	<u>751,740</u>	<u>-</u>
<b>Other receivables</b>		
Deposits	<u>14,948</u>	<u>-</u>
<b>CURRENT ASSETS</b>		
<b>19. Receivables, prepayments and accrued income</b>		
<b>Receivables from participant</b>		
Brxs Inc.	<u>-</u>	<u>10</u>
There has not been calculated interest.		
<b>Prepayments and accrued income</b>		
Miscellaneous	798	-
Investment funds to be received	27,985	-
Loan Naya Consulting B.V.	49,801	-
Loan Sumer Group B.V.	80,067	-
	<u>158,651</u>	<u>-</u>
<b>20. Cash and cash equivalents</b>		
ABN AMRO Bank N.V.	35,462	-
Revolut main	841,875	-
Revolut USD	4	-
Revolut Hillevliet	35,023	-
Revolut Brxs Investors	210,733	-
	<u>1,123,097</u>	<u>-</u>

## BRXS B.V., AMSTERDAM

### EQUITY AND LIABILITIES

#### 21. Equity

	<u>12/31/2022</u>	<u>10/15/2021</u>
	€	€
<b>Issued share capital</b>		
1,000,000 ordinary shares at par value € 0.0001	10	10
554,056 preference shares at par value € 0.0001	6	-
	<u>16</u>	<u>10</u>

The shares are distributed as follows:

1,000,000 ordinary shares held by Brxs INC

259,714 preference shares held by Picus Capital GmbH

10,557 preference shares held by Picus X3 UG

168,919 preference shares held by Axeleo Proptech I

114,866 preference sharers held by Stichting Administratiekantoor Brxs Angels

	<u>2021/2022</u>	<u>2021</u>
	€	€
<b>Share premium reserve</b>		
Carrying amount as of October 16	-	-
Allocation	3,030,004	-
Miscellaneous movement	(117,046)	-
Carrying amount as of December 31	<u>2,912,958</u>	<u>-</u>

The share premium reserve has a nominal value of € 3,030,004.

	<u>12/31/2022</u>	<u>10/15/2021</u>
	€	€
<b>Legal reserves</b>		
Reserve for online platform	<u>403,089</u>	<u>-</u>



**BRXS B.V., AMSTERDAM**

	<u>2021/2022</u>	<u>2021</u>
	€	€
<i>Reserve for online platform</i>		
Carrying amount as of October 16	-	-
Miscellaneous movement	403,089	-
Carrying amount as of December 31	<u>403,089</u>	<u>-</u>

**Other reserves**

Carrying amount as of October 16	-	-
Allocation of financial year net result	(1,510,742)	-
Allocation legal and statutory reserves	(403,089)	-
Carrying amount as of December 31	<u>(1,913,831)</u>	<u>-</u>

**Appropriation of result 2021/2022**

The management proposes to add the loss of € 1,510,742 for 2021/2022 to be withdrawn to the other reserves. In anticipation of adoption by the general meeting, this proposal has already been incorporated into the financial statements.

The difference between equity according to the company balance sheet and equity according to the consolidated balance sheet is due to the fact that the consolidated participating interest Van Speijkstraat 48-3 B.V. has a negative net asset value but is carried at nil in the company balance sheet. No declaration of liability or other securities have been provided for this company.

## BRXS B.V., AMSTERDAM

### 22. Current liabilities

	<u>12/31/2022</u>	<u>10/15/2021</u>
	€	€
<b>Short term loan received from shareholder</b>		
Picus Capital GmbH	<u>770,000</u>	<u>-</u>
<b>Loans from participations in group companies</b>		
Van Speijkstraat 48-3 B.V.	63,797	-
Sumer Group B.V.	<u>1</u>	<u>-</u>
	<u>63,798</u>	<u>-</u>
<b>Taxes and social securities</b>		
VAT	<u>92,359</u>	<u>-</u>
<b>Accruals and deferred income</b>		
Holiday accruals	11,103	-
Interest and bank charges	88,452	-
Accrued operating expenses	446	-
Current account payable to participations	10,205	-
Outstanding cash reserves group companies	<u>20,314</u>	<u>-</u>
	<u>130,520</u>	<u>-</u>

### CONTINGENT ASSETS AND LIABILITIES

#### Contingent liabilities

##### *Fiscal unity*

Together with Lucellestraat 42-3 B.V, Van Nijenrodeweg 839 B.V. and Van Speijkstraat 48-3 B.V., the Company forms a fiscal unity for corporate income tax purposes; the standard conditions stipulate that each of the companies is liable for the tax payable by all companies belonging to the fiscal unity.

## **BRXS B.V., AMSTERDAM**

### **Off-balance sheet commitments**

#### *Employee promises*

Brxs B.V. has promised stock options to its employees as part of their employment contract (130.000 as per 31 December 2022). These have not yet been formally granted. Primarily, because it was planned that employees would receive stock options in BRXS Inc. (shareholder of Brxs B.V.). Due to a change in the company structure following an investment round and based on the investors' investment conditions, Brxs B.V. has assumed the role of BRXS Inc. as of September 2022. As a result, the stock option plan that was being prepared for BRXS Inc. has been halted. A stock option plan for Brxs B.V. based on Dutch law is currently in development.

#### *Office rent*

The contract expires on March 31, 2023.

### **Post-balance sheet events**

Reference is made to the note Post-balance sheet events in the consolidated financial statements.

## 10 NOTES TO THE COMPANY PROFIT AND LOSS ACCOUNT 2021/2022

	<u>2021/2022</u>
	€
<b>23. Net turnover</b>	
Issuance fees	55,874
Transactions fees	376
Management fees	1,458
	<u>57,708</u>
<b>Employee expenses</b>	
<b>24. Wages and salaries</b>	
Gross wages	405,870
Holiday allowances	30,915
Temporary workers	113,040
Special rewards	43,123
	<u>592,948</u>
<b>25. Social security charges</b>	
Social contributions	<u>39,197</u>
<b>Staff</b>	
During 2021/2022, 3 employees were employed on a full-time basis.	
<b>Amortisation and depreciation</b>	
<b>26. Amortisation of intangible fixed assets</b>	
Online platform	<u>67,183</u>
<b>27. Depreciation of tangible fixed assets</b>	
Equipment	<u>1,471</u>

**BRXS B.V., AMSTERDAM**

	<u>2021/2022</u>
	€
<b>28. Other operating expenses</b>	
Other labour costs	47,287
Accommodation expenses	44,546
Operating costs	1,928
Office expenses	65,885
Car expenses	340
Selling and distribution expenses	173,889
General expenses	455,855
	<u>789,730</u>
<i>Other labour costs</i>	
Canteen costs	287
Other labour costs	47,000
	<u>47,287</u>
<i>Accommodation expenses</i>	
Rent office	<u>44,546</u>
<i>Operating costs</i>	
Minor assets	<u>1,928</u>
<i>Office expenses</i>	
Office supplies	5,101
Printed matter	302
Automation costs	60,166
Postage	108
Other office supplies	208
	<u>65,885</u>
<i>Car expenses</i>	
Car rental	<u>340</u>

**BRXS B.V., AMSTERDAM**

	<b>2021/2022</b>
	<b>€</b>
<i>Selling and distribution expenses</i>	
Publicity and advertisement	157,021
Representation costs	1,135
Travelling expenses	8,905
Food and beverage costs	765
Provisions	4,302
Shop costs, packing charges and exhibition costs	60
Business gifts	563
Other cost of sales	1,138
	<u>173,889</u>
<i>General expenses</i>	
Accounting costs	13,647
Professional services fee	360,857
Contribution and subscription	153
Other general expenses	81,198
	<u>455,855</u>
<b>Financial income and expenses</b>	
<b>29. Interest and similar income and expenses</b>	
Interest tax	41
Bank charges	505
Exchange differences	(16,157)
Interest income loans receivable	(25,618)
Interest loan	88,452
Other interest payable	(2)
	<u>47,221</u>

## **BRXS B.V., AMSTERDAM**

### **30. Result participating interests**

	<b>2021/2022</b>
	<u>€</u>
Share in result of Van Speijkstraat 48-3 B.V.	(119)
Share in result of Van Nijenrodeweg 839 B.V.	(15,374)
Share in result of Lucellestraat 42-3 B.V.	(12,442)
Share in result of Naya Consulting B.V.	(2,765)
	<u>(30,700)</u>

**BRXS B.V., AMSTERDAM**

**Signing of the financial statements**

Amsterdam, April 25, 2023

**Management for approval**

A.S. Ramsaransing

**Supervisory board for approval**

M.G.A.M. Flattin



## **OTHER INFORMATION**

**BRXS B.V.**  
**BRXS B.V., AMSTERDAM**

## **OTHER INFORMATION**

### **1 INDEPENDENT AUDITOR'S REPORT**

The independent auditor's report has been included hereafter.

## **INDEPENDENT AUDITOR'S REPORT**

To: The shareholders of Brxs B.V.

### **A. Report on the audit of the financial statements 2022 included in the annual report**

#### **Our opinion**

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

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

The financial statements comprise:

1. the consolidated and company balance sheet as at 31 December 2022;
2. the consolidated and company profit and loss account for the financial year ended at 31 December 2022; and
3. the notes comprising a summary of the accounting policies and other explanatory information.

#### **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 'Our responsibilities for the audit of the financial statements' section of our report.

We are independent of Brxs B.V. in accordance with 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 to provide a basis for our opinion.

## **B. Description of responsibilities regarding the financial statements**

### **Responsibilities of management and the supervisory board 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. The supervisory board is responsible for overseeing the company's financial reporting process.

### **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.

Because we are ultimately responsible for the opinion, we are also responsible for directing, supervising and performing the group audit. In this respect we have determined the nature and extent of the audit procedures to be carried out for group entities. Decisive were the size and/or the risk profile of the group entities or operations. On this basis, we selected group entities for which an audit or review had to be carried out on the complete set of financial information or specific items.

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.

Amsterdam, 25 April 2023

Confinant Audit & Assurance B.V.

Signed on the original by drs. N. Riemersma RA