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SPONBIKE OY

FINANCIAL STATEMENTS 31.08.2020



Paula Bertell

Sponbike Oy

Business ID: FI29294241

Registered office: Helsinki, Finland

Financial statements for the period 1.9.2019-31.8.2020

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BOARD OF DIRECTOR'S REPORT

General

Sponbike Oy (FI29294241) was established on 31 August, 2018, and acquired Duell Bike-Center Oy at the same time on 31 August, 2018. Duell Bike-Center Oy, in turn, owns SDBC Motor AB in Sweden, Duell AS in Norway, and Duell UK Ltd in the United Kingdom. The Sponbike Group is composed of Sponbike Oy together with Duell Bike-Center Oy, SDBC Motor AB, Duell As, and Duell UK Ltd.

The Sponbike Group imports and markets gear, equipment and spare parts for motorcycles, snowmobiles, mopeds, and ATVs as well as sports and boating equipment. At present, the Sponbike Group operates in Finland, Sweden, Norway, and the UK. The Parent company Sponbike Oy provides administration services for the Group companies.

Financial performance

The Group's net sales 59.4 million € (56.0) increased by 6% compared with the previous year as a result of an increasing market share and the alienation of the trademarks Halvarssons & Lindstrands through an asset deal between SDBC Motor AB and Jofama AB. On the other hand, the net sales were diminished by Duell Bike-Center's decision to stop importing winter sports products. Nevertheless, it does not have material impact on the profitability or the extent of the company's future operations.

The net profit 4,1 million € (3.9) increased in a corresponding way compared with the previous year.

The Group continues to invest in international growth, supported by the establishment of new subsidiaries in Norway and Great Britain and by the expanding of sales into European markets.



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GROUP (M€)	1.9.2019- 31.8.2020	1.9.2018- 31.8.2019	1.9.2017- 31.8.2018
Net sales	59.4	56.1	-
Operating profit	4.1	3.9	-
Operating profit %	6.9%	7.0%	-
Equity-to-assets ratio (excl. convertible bonds in equity)	17.0%	14.7%	11.0%
Equity-to-assets ratio (incl. convertible bonds in equity)	39.3%	36.6%	35.0%

PARENT COMPANY (M€)	1.9.2019- 31.8.2020	1.9.2018- 31.8.2019	1.9.2017- 31.8.2018
Net sales	-	-	-
Operating profit	-	-	-
Operating profit %	-	-	-
Equity-to-assets ratio (excl. convertible bonds in equity)	11.8%	12.8%	12.0%
Equity-to-assets ratio (incl. convertible bonds in equity)	41.8%	40.1%	38.0%

Events after the reporting period

The COVID-19 pandemic that started to spread from China in late 2019 will influence the general financial situation. At this stage, COVID-19 has not had any significant impact on the business of the company or of the Group.

After the closing of the financial period, the company has continued its operation as usual and has not undergone any major changes.

Personnel

The company had two employees at the end of the financial period. The Group had 103 employees at the end of the financial period.

Research and development

The Group continually develops and tests new products under its own trademarks and develops its own internal processes. Research and development expenses are recognised as expenses in the Income statement.

Risk management

The Group's most significant risks are related to credit and exchange rate risks and to changes in the competitive situation.



As part of its normal management process, the Board continually monitors the impact of these risks on the company as well as the implementation of measures geared at preventing or eliminating the risks.

Shares

The company's share capital is divided in 4 312 505 shares, each of which entitles to equal dividend and equal voting power.

Convertible bonds

Under certain conditions, the holders of convertible bonds are entitled to trade the principle of convertible bond to new shares. As a result of this trading right, the number of shares may increase with a maximum of 21 350 005 shares.

Board of Directors, Managing Director, and Auditor

The Directors of the Board are Sami Heikkilä (Chairman), Thomas Sandvall, and Tom Nylund. Jarkko Ämmälä is the Managing Director. The company's auditor is KPMG Oy Ab, with Hans Bertell as the auditor-in-charge.

Group outlook for 2021

The Group's net sales are expected to develop in a positive way and its profitability to remain good.

Board proposal for the distribution of profit

The Board proposes that the company's loss be transferred to the profit and loss account and that no dividend be paid.



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SPONBIKE OY

	Group 1.9.2019	Group Parent 1.9.2018	Parent 1.9.2019	Parent 1.9.2018
Currency: EURO	- 31.8.2020	- 31.8.2019	- 31.8.2020	- 31.8.2019
NET SALES	59 431 580	56 079 598	393 977	330 874
Other operating income	210 105	8 828	0	0
Materials and services				
Materials and consumables				
Purchases during the financial period	-45 366 751	-42 500 952	0	0
Change in Inventories	3 198 310	2 184 673	0	0
External services	-2 676 322	-1 425 051	0	0
Materials and services, total	-44 844 763	-41 741 330	0	0
Personnel expenses				
Wages and salaries	-4 006 202	-3 558 262	-297 119	-308 704
Other personnel expenses				
Pension expenses	-595 237	-510 162	-48 408	-40 614
Other social expenses	-423 221	-369 708	-6 223	-3 566
Personnel expenses, total	-5 024 660	-4 438 132	-351 750	-352 884
Depreciation according to plan	-1 132 485	-1 053 506	0	0
Other operating expenses	-4 511 208	-4 919 347	-34 993	-73 905
OPERATING PROFIT (-LOSS)	4 128 569	3 936 111	7 234	-95 916
Financial income and expenses				
Interest and other financial income				
from Group companies	0	0	252 690	209 885
from others	1 222 233	292 106	444 688	249 970
Interest and other financial expenses				
from Group companies	0	0	0	0
from others	-3 143 071	-1 882 758	-2 379 717	-1 587 743
Financial income and expenses, total	-1 920 838	-1 590 652	-1 682 338	-1 127 888
PROFIT (-LOSS) BEFORE APPROPRIATIONS AND TAXES	2 207 731	2 345 459	-1 675 104	-1 223 804
Appropriations				
Group contributions	0	0	1 370 000	1 165 000
Income taxes				
Taxes for the financial period	-684 454	-496 720	-6 901	-1 110
Changes in deferred taxes	3 302	-53 451	0	0
Income taxes, total	-681 152	-550 171	-6 901	-1 110
PROFIT (-LOSS) FOR THE FINANCIAL YEAR	1 526 579	1 795 288	-312 005	-59 913



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SPONBIKE OY

	Group	Group	Parent company	Parent company
Currency: EURO	31.08.2020	31.8.2019	31.08.2020	31.8.2019
A S S E T S				
FIXED ASSETS				
Intangible assets				
Intangible rights	1 234 879	1 338 205	0	0
Other intangible assets	232 496	96 380	0	0
Goodwill	5 551 295	6 447 740	0	0
	<u>7 018 670</u>	<u>7 882 325</u>	<u>0</u>	<u>0</u>
Tangible assets				
Machinery and equipment	556 250	499 662	0	0
Investments				
Other shares and investments	43 286	29 060	21 455 455	21 455 455
FIXED ASSETS, TOTAL	7 618 206	8 411 047	21 455 455	21 455 455
CURRENT ASSETS				
Current assets				
Inventories	20 436 031	15 837 315	0	0
Advance payments	389 775	3 555 319	0	0
	<u>20 825 806</u>	<u>19 392 634</u>	<u>0</u>	<u>0</u>
Receivables				
Long-term				
Loan receivables	0	0	8 000 000	8 000 000
Short-term				
Trade receivables	6 339 728	7 049 124	541 686	0
Loan receivables	0	142 016	0	0
Other short-term receivables	78 937	87 348	77 161	77 256
Pre-paid expenses and accrued income	35 254	552 276	1 103 233	984 559
	<u>6 453 919</u>	<u>7 830 764</u>	<u>9 722 080</u>	<u>9 061 815</u>
Cash and cash equivalents	7 031 048	3 501 639	21 473	746 518
CURRENT ASSETS, TOTAL	34 310 772	30 725 037	9 743 552	9 808 334
ASSETS, TOTAL	41 928 979	39 136 084	31 199 007	31 263 788



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SPONBIKE OY

Currency: EURO	Group	Group rent company		rent company
	31.08.2020	31.8.2019	31.08.2020	31.8.2019
EQUITY AND LIABILITIES				
EQUITY				
Capital and reserves				
Share capital	2 500	2 500	2 500	2 500
Other reserves				
Reserve for invested unrestricted equity	4 310 005	4 310 005	4 310 005	4 310 005
Retained earnings	1 282 260	-336 067	-322 432	-262 519
Profit (loss) for the financial year	1 526 579	1 795 288	-312 005	-59 913
Equity, total	7 121 344	5 771 726	3 678 068	3 990 073
LIABILITIES				
Non-current				
Convertible bonds	9 348 002	8 540 002	9 348 002	8 540 002
Loans from financial institutions	11 525 445	12 380 414	11 525 445	12 380 414
Other liabilities	3 445 000	3 250 000	3 445 000	3 250 000
	24 318 447	24 170 416	24 318 447	24 170 416
Current				
Loans from financial institutions	1 875 000	1 875 000	1 875 000	1 875 000
Trade liabilities	2 849 678	3 535 844	0	20 020
Deferred tax liabilities	64 317	64 339	0	0
Other current liabilities	2 741 657	1 351 995	76 069	29 595
Accrued expenses and deferred income	2 958 536	2 366 764	1 251 423	1 178 684
	10 489 188	9 193 942	3 202 492	3 103 299
Liabilities, total	34 807 635	33 364 358	27 520 939	27 273 715
EQUITY AND LIABILITIES, TOTAL	41 928 979	39 136 084	31 199 007	31 263 788



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	Group	Group	Parent company	Parent company
Currency: EURO	31.08.2020	31.8.2019	31.08.2020	31.8.2019
<i>Cash flow from operating activities</i>				
Operating profit (-loss)	4 128 569	3 936 111	7 234	-95 915
Adjustments of operating profit (-loss)				
Depreciation according to plan	1 132 485	1 053 506	0	0
Other income and expenses not associated with payment	49 297	775 685	46	0
Changes in working capital	647 142	-1 757 472	-306 461	-113 050
Financial expenses and income	-761 324	-539 458	-460 264	-335 402
Income taxes	-360 503	-552 583	-606	-1 110
Cash flow from operating activities	4 835 666	2 915 789	-760 051	-545 477
<i>Cash flow from Investing activities</i>				
Investments in tangible and intangible assets	-485 562	-1 626 642	0	0
Investments in subsidiaries	0	-1 535 838	0	-1 535 838
Cash flow from Investing activities	-485 562	-3 162 480	0	-1 535 838
<i>Cash flow from financing activities</i>				
Proceeds from non-current debt	0	40 000	0	40 000
Repayment of non-current debt	-1 250 000	-625 000	-1 250 000	-625 000
Share issue	0	60 000	0	60 000
Group contribution	0	0	1 285 005	600 000
Cash flow from financing activities	-1 250 000	-525 000	35 005	75 000
Currency translation differences	429 304	-72 772	0	0
Changes in cash and cash equivalents	3 529 408	-844 463	-725 046	-2 006 315
Cash and cash equivalents of subsidiaries on acquisition date				0
Cash and cash equivalents of subsidiaries on 1 Sept	3 501 639	4 346 102	746 518	2 752 832
Cash and cash equivalents of subsidiaries on 31 Aug	7 031 047	3 501 639	21 473	746 518



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SPONBIKE OY, NOTES**Group**

The Sponbike Group comprises the parent company Sponbike Oy as well as Oy Duell Bike-Center Ab (registered office: Mustasaari, Finland), SDBC Motor AB (registered office: Tranås, Sweden), Duell AS (registered office: Kongsvinger, Norway) and Duell UK Ltd (registered office: Coalville, UK). The consolidated financial statements are combined in the parent company's financial statements, and they are available at the head office on Kauppatie 19, 65610 Mustasaari, Finland.

Scope of consolidated financial statements

In addition to Sponbike Oy, the consolidated financial statements cover the subsidiaries in which the Group exercises control. Control is constituted when the Group holds over half of the voting power in the subsidiary or otherwise exercises control. Control refers to the right to determine a company's financial and business policies in order to derive benefit from its operations.

Elimination of Ownership within the Group

Intra-group ownership has been eliminated using the acquisition cost method.

Business transactions within the Group

All business transactions within the Group, internal receivables and liabilities, unrealised profits, and internal distribution of profit are eliminated in the consolidated financial statements.

Deferred taxes

Deferred taxes are calculated from temporary differences between the carrying amount and the taxable amount, and presented separately in the consolidated financial statements.

Items in foreign currency

Business transactions denominated in foreign currencies are recognised in euro according to the exchange rate prevailing on the transaction date. Receivables and liabilities denominated in foreign currencies are translated into euro using the exchange rates of the balance sheet date. Gains and losses arising from such transactions, receivables and liabilities are recognised in the income statement.

Income and expense items on the income statements and balance sheets denominated in foreign currencies in Group companies are translated into euros using the exchange rates confirmed by the European Central Bank. Items on the income statements are translated using the average exchange rates and items on the balance sheets using the exchange rates of the end date of the reporting period.


The income statements of Group companies outside the Eurozone are translated into euro using the average exchange rates of the reporting period and the balance sheets using the exchange rates of the end date of the reporting period. Different exchange rates result in a translation difference, which is recognised under equity, likewise the translation differences due to the elimination of the acquisition cost related to subsidiaries outside the Eurozone.

Valuation of fixed assets

Intangible assets are mainly composed of trademarks and other long-term expenditure. Tangible fixed assets are mainly composed to machinery and equipment. Tangible fixed assets are recognised at the original acquisition cost less depreciation according to plan and, when applicable, impairment.

Depreciation according to plan is based on the estimated useful lives of the assets.

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Depreciation:

Intangible assets

Other intangible expenditure linear depreciation in 3 years
 Trademarks linear depreciation in 5 years

Tangible assets

Machinery and equipment 25 % depreciation of residual value
 Vehicles 25 % depreciation of residual value

Inventories

Inventories are recognised, according to the FIFO principle, at the lower of their acquisition cost or net realisable value or reacquisition cost. The value of inventories includes only variable expenses.

Research and development expenditure

Research and development expenses are recognised as income statement expenses for the period in which they arise.

Related party transactions, Parent company

Related party transactions between the Group companies during the financial year were as follows:

	2020	2019
Sales of services	393 977	330 874
Financial income	252 690	209 885
Group contribution	1 370 000	1 165 000

Material events during and after the financial year

The COVID-19 pandemic that started spreading from China in late 2019 will have an impact on the general financial and economic situation. At this stage, however, COVID-19 has not had any significant impact on the Company or Group business.



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NOTES TO INCOME STATEMENT**Comparative data**

As for consolidated data, the freight cost of sales, viz. 1.407.046,41€, is reported in external services, under Materials and services, and the package material expenses, viz. 166.605,77€, in Purchases during the financial year, under Materials and services. They were earlier presented under Other operating expenses.

Personnel

	Group	Group	Parent	Parent
	31.08.2020	31.8.2019	Company	Company
			31.08.2020	31.8.2019
Average number of employees	93	91	2	2
Number of employees at the end of reporting period	103	85	2	2

Notes regarding the personnel and governance bodies

Board of Directors' and Managing director's Salaries and remuneration	198 076	197 889	198 076	197 889
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Loans to related parties in the Parent company or in the Group

The Group companies have not granted loans to related parties.

Depreciation and impairment

	Group	Group	Parent	Parent
	31.08.2020	31.8.2019	Company	Company
			31.08.2020	31.8.2019
Depreciation of tangible assets	156 733	154 643	0	0
Depreciation of intangible assets	975 752	898 863	0	0
Depreciation, total	1 132 485	1 053 506	0	0

Financial income and expenses

	Group	Group	Parent	Parent
	31.08.2020	31.8.2019	Company	Company
			31.8.2019	31.8.2019
Interest income				
from Group companies	0	0	252 690	209 885
from others	44 126	48 612	0	0
Other financial income	1 178 107	243 494	444 688	249 970
Interest and other financial expenses	-3 143 071	-1 882 758	-2 379 717	-1 587 743
Financial items, total	-1 920 838	-1 590 652	-1 682 338	-1 127 888



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NOTES TO BALANCE SHEET

Intangible and tangible assets

Group	Intangible assets			Tangible assets		
	Intangible rights	Other intangible assets	Goodwill	Total	Machinery and equipment	Total
Acquisition cost on 1 Sept	2 015 793	487 199	7 164 156	9 667 148	1 233 821	1 233 821
Additions	42 986	230 842	0	273 828	206 996	206 996
Decreases	0	0	-225 038	-225 038	0	0
Adjustment on 1 Sept				0		0
Currency translation differences	69 130	7 200	0	76 330	10 960	10 960
Acquisition cost on 31 Aug	2 127 910	725 241	6 939 118	9 792 269	1 451 778	1 451 778
Acc. depreciat. on 1 Sept	-677 588	-390 819	-716 416	-1 784 823	-734 160	-734 160
Deprec. during reporting period	-209 240	-95 104	-671 408	-975 752	-156 733	-156 733
Adjustment on 1 Sept				0		0
Currency translation differences	-6 202	-6 822		-13 024	-4 636	-4 636
Acc. depreciat. on 31 Aug	-893 030	-492 745	-1 387 824	-2 773 599	-895 529	-895 529
Carrying amount on 31 Aug	1 234 879	232 496	5 551 294	7 018 670	556 249	556 249

Parent Company

Investments in subsidiaries

Acquisition cost on 1 Sept	21 455 455
Additions	0
Decreases	0
Acquisition cost on 31 Aug	21 455 455

Subsidiaries

Company	Registered office	Holding
Oy Duell Bike-Center Ab	Mustasaari, Finland	100 %
SDBC Motor Ab	Tranås, Sweden	100 %
Duell AS	Kongsvinger, Norway	100 %
Duell UK Ltd	Coalville, UK	100 %

	Group 31.08.2020	Group 31.8.2019
Long-term receivables		
Other long-term receivables	43 286	29 060

	Group 31.08.2020	Group 31.8.2019	Parent Company 31.08.2020	Parent Company 31.8.2019
Receivables				
Long-term receivables				
Other loan receivables	0	0	0	0
Loan receivables from Group companies	0	0	8 000 000	8 000 000



SPONBIKE OY

	Group	Group	Parent Company	Parent Company
	31.08.2020	31.8.2019	31.08.2020	31.8.2019
Short-term receivables				
Trade receivables	6 339 728	7 049 124	541 686	0
Receivables from Group companies				
Pre-paid expenses and accrued income	0	0	1 103 233	984 559
Interest receivables	0	0	453 238	200 548
Group contribution from Group company	0	0	649 995	565 000
Other pre-paid expenses and accrued incc	0	0	0	219 011
Other short-term receivables				
Other short-term receivables	78 937	87 348	77 161	77 256
Loan receivables	0	142 016	0	0
Pre-paid expenses and accrued income	35 254	552 276	0	0
	6 453 919	7 874 472	9 722 080	9 105 523
	Group	Group	Parent Company	Parent Company
Equity	31.08.2020	31.8.2019	31.08.2020	31.8.2019
Share capital on 1 Sept	2 500	2 500	2 500	2 500
Share issue	0	0	0	0
Share capital on 31 Aug	2 500	2 500	2 500	2 500
Reserve for invested unrestricted equity on 1 Sept	4 310 005	4 250 005	4 310 005	4 250 005
Share issue	0	60 000	0	60 000
Reserve for invested unrestricted equity on 31 Aug	4 310 005	4 310 005	4 310 005	4 310 005
Retained earnings on 1 Sept	1 459 221	-262 519	-322 432	-262 519
Adjustment of retained earnings	-366 592	0	0	0
Dividend distribution	0	0	0	0
Currency translation differences	189 631	-73 548	0	0
Retained earnings on 31 Aug	1 282 260	-336 067	-322 432	-262 519
Profit (loss) for the period	1 526 579	1 795 288	-312 005	-59 913
Equity, total	7 121 344	5 771 726	3 678 068	3 990 073



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	Parent Company 31.08.2020	Parent Company 31.8.2019
Distributable funds on 31 Aug		
Reserve for invested unrestricted equity	4 310 005	4 310 005
Retained earnings	-322 432	-262 519
Result for the financial year	-312 005	-59 913
Distributable funds	3 675 568	3 987 573

Shares in the Parent company

	31.08.2020
One share series, each share carries an equal amount of votes.	4 312 505

	Group 31.08.2020	Group 31.08.2019
Deferred tax assets	0	0
Deferred tax liabilities	64 317	64 339

Non-current liabilities

	Group 31.08.2020	Group 31.8.2019	Parent Company 31.08.2020	Parent Company 31.8.2019
Loans from financial institutions	11 525 445	12 380 414	11 525 445	12 380 414
Convertible bond loans	9 348 002	8 540 002	9 348 002	8 540 002
Loans from Shareholders	3 445 000	3 250 000	3 445 000	3 250 000
Non-current liabilities, total	24 318 447	24 170 416	24 318 447	24 170 416
Loans with maturity over five years				
Loans from financial institutions	0	8 630 414	0	8 630 414
Total	0	8 630 414	0	8 630 414

Current liabilities

	Group 31.08.2020	Group 31.08.2019	Parent Company 31.08.2020	Parent Company 31.8.2019
Loans from financial institutions	1 875 000	1 875 000	1 875 000	1 875 000
Accounts payable	2 849 677	3 535 844	0	20 020
Advances received	0	0	0	0
Deferred tax liabilities	64 317	64 339	0	0
Other current liabilities	2 741 657	1 351 995	76 069	29 595
Accrued expenses and deferred income	2 958 536	2 366 764	1 251 423	1 178 684
Wages and salaries	605 582	548 416	25 702	46 500
Interest expenses	1 211 264	1 131 580	1 211 264	1 131 580
Other accrued expenses and deferred income	1 141 689	686 768	14 456	605
Total	10 489 187	9 193 942	3 202 492	3 103 299

From Group companies

Accounts payable	0	0	0	0
Total	10 489 187	9 193 942	3 202 492	3 103 299



SPONBIKE OY

Collaterals and contingent liabilities off-balance sheet

	Group	Group	Parent	Parent
	31.08.2020	31.8.2019	Company	Company
	31.08.2020	31.8.2019	31.08.2020	31.08.2019
Loans and other liabilities pledged with collaterals				
Loans from financial institutions	13 400 445	14 255 414	13 400 445	14 255 414
Credit limits	8 971 931	6 922 552	0	0
whereof used	0	0	0	0
Other collaterals	72 797	117 169	0	0
Mortgages				
Business mortgage	55 000 000	55 000 000	27 500 000	27 500 000
Shares in subsidiaries	0	0	21 455 455	21 455 455

In addition, the Parent company has provided security for the liabilities of Duell Bike-Center Oy and SDBC Motor AB.

	Group	Group	Parent	Parent
	31.08.2020	31.8.2019	Company	Company
	31.08.2020	31.8.2019	31.08.2020	31.8.2019
Rental and leasing commitments				
Current	1 204 709	1 097 037	0	0
Non-current	1 351 043	2 810 344	0	0
Total	2 555 752	3 907 381	0	0
Derivatives				
Fair value of interest hedging	-35 577	-42 334	0	0
Target value of interest hedging	42 812 500	43 437 500	0	0
Fair value of currency hedging	0	0	0	0
Target value of currency hedging	0	5 050 000	0	50 000



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SPONBIKE OY

Signatures

Mustasaari, Finland on ____.____.2020

Sami Heikkilä
Chairman of the Board

Thomas Sandvall
Board member

Tom Nylund
Board member

Jarkko Ämmälä
Managing director

AUDITOR'S CONFIRMATION

The Audit report has been issued today.

Mustasaari, Finland on ____.____.2020

KPMG Oy Ab
Hans Bertell



Paula Sandvall

SPONBIKE OY

List of ledgers and book-keeping materials:

- Journal: printout
- General ledger: printout
- Payroll accounting: printouts
- Financial statements: bound
- Balance sheet specifications: bound



Paula Bertell



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Telephone +358-(0)20-760 3000
www.kpmg.fi

Sponbike Oy

Business ID: 2929424-1

Financial statements for the period 1 September, 2019 – 31 August, 2020

Auditor's Confirmation

The audit report has been issued today.

In Vaasa, Finland on the date of the digital signature

KPMG OY AB

Hans Bertell

Authorised Public Accountant, KHT

Digital signature

The Auditor's digital signature in the Financial statements concerns only Auditor's Confirmation.

This is to certify that the foregoing is a true and correct English translation in conformity with the original Finnish document presented to me.

Translation in Vaasa, Finland on this 14th day of September in 2021

Paula Bertell, authorised translator
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eSign

Sponbike Oy, Financial statements 31.8.2020

This signature form concerns all the documents and attachments to be signed (together "Documents") visible in the preview. When I sign this document digitally, I confirm that I have read and understood the terms and conditions of the Documents and that I accept them (if applicable, on the basis of appropriate authorization).

This dossier includes the following documents:

The document to be signed

Sponbike Oy_Tilinpäätös 2020.pdf (Financial statements 2020)

Signature form (incl. digital signatures after the signing)

Signature form_Sponbike Oy_Tilinpäätös 2020.pdf

Signatories

Thomas Sandvall
Board member

KPMG Oy Ab
Hans Bertell
KHT

Sami Heikkilä
Chairman of the Board

Tom Nylund
Board member

Jarkko Ämmälä
Managing director

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Paula Bertell

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Signatories:

<i>Name</i>	<i>Signed with</i>	<i>Date of signature</i>
THOMAS CHRISTIAN HÅKAN SANDVALL	Strong digital identification	2020-12-08 at 09:09
JARKKO JUHANA ÄMMÄLÄ	Strong digital identification	2020-12-08 at 09:34
TOM GREGER ANDREAS NYLUND	Strong digital identification	2020-12-09 at 08:11
SAMI MAGNUS HEIKKILÄ	Strong digital identification	2020-12-09 at 10:14
Hans Erik Bertell	Strong digital identification	2020-12-10 at 08:58 EE(S)T

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Translation in Vaasa, Finland on this 14th day of September in 2021

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Auditor's Report

To the Annual General Meeting of Sponbike Oy

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Sponbike Oy (business identity code FI29294241) for the financial year 1.9.2019–31.8.2020. The financial statements comprise the balance sheet, income statement, cash flow statement and notes of both the Group and of the Parent company.

In our opinion, the financial statements give a true and fair view of the Group's and of the Parent company's financial performance and financial position in accordance with the laws and regulations governing the preparation of financial statements in Finland and comply with statutory requirements.

Basis for Opinion

We conducted our audit in accordance with good auditing practice in Finland. Our responsibilities under good auditing practice are further described in *the Auditor's Responsibilities for the Audit of Financial Statements* section of our report. We are independent of the Parent company and the Group companies in accordance with the ethical requirements that are applicable in Finland and are relevant to our audit, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of the Board of Directors and the Managing Director for the Financial Statements

The Board of Directors and the Managing Director are responsible for the preparation of financial statements that give a true and fair view in accordance with the laws and regulations governing the preparation of financial statements in Finland and comply with statutory requirements. The Board of Directors and the Managing Director are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors and the Managing Director are responsible for assessing the Parent company's and the Group's ability to continue as a going concern, disclosing, as applicable, matters relating to going concern and using the going concern basis of accounting. The financial statements are prepared using the going concern basis of accounting unless there is an intention to liquidate the Parent company or the Group or cease operations, or there is no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of Financial Statements

Our objectives are to obtain reasonable assurance on 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 good auditing practice will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

As part of an audit in accordance with good auditing practice, we exercise professional judgment and maintain professional skepticism 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.





Sponbike Oy
Auditor's report for the
financial year 1.9.2018–31.8.2019

- 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 Parent company's or the Group'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 the Board of Directors' and the Managing Director'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 Parent company's or the Group'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 content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events so that the financial statements give a true and fair view.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

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.

Other Reporting Requirements

Other Information

The Board of Directors and the Managing Director are responsible for the other information. The other information comprises information included in the report of the Board of Directors. Our opinion on the financial statements does not cover the other information.

In connection with our audit of the financial statements, our responsibility is to read the information included in the report of the Board of Directors and, in doing so, consider whether the information included in the report of the Board of Directors is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. Our responsibility also includes considering whether the report of the Board of Directors has been prepared in accordance with the applicable laws and regulations.

In our opinion, the information in the report of the Board of Directors is consistent with the information in the financial statements and the report of the Board of Directors has been prepared in accordance with the applicable laws and regulations.

If, based on the work we have performed, we conclude that there is a material misstatement in the information included in the report of the Board of Directors, we are required to report this fact. We have nothing to report in this regard.

In Vaasa, Finland on the date of the digital signature

KPMG OYAB

Hans Bertell,
Authorised Public Accountant, KHT



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eSign

Auditor's Report, Sponbike Oy 1.9.2019–31.8.2020

This signature form concerns all the documents and attachments to be signed (together "Documents") visible in the preview. When I sign this document digitally, I confirm that I have read and understood the terms and conditions of the Documents and that I accept them (if applicable, on the basis of appropriate authorization).

This dossier includes the following documents:

The document to be signed

Sponbike Oy ttk 19-20 kons.pdf (Auditor's Report)

Signature form (incl. digital signatures after the signing)

Signature form_Sponbike Oy ttk 19-20 kons.pdf

Signatories

KPMG Oy Ab

Hans Bertell

KHT

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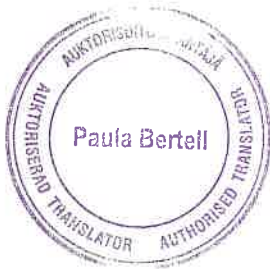
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Signatories:

<i>Name</i>	<i>Signed with</i>	<i>Date of signature</i>
Hans Erik Bertell	Strong digital identification	2020-12-10 at 08:57 EE(S)T

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