

Translation from Latvian

Independent Auditors' Report

To the shareholders of AS "HansaMatrix"

Report on audit of Consolidated and Separate Financial Statements

Our Qualified Opinion on the Consolidated and Separate Financial Statements

We have audited consolidated and separate financial statements of AS "HansaMatrix" ("the Parent Company") and its subsidiaries (together - "the Group") included in the annual report contained in the file hansamatrix-2021-12-31-en.zip(SHA-256-checksum:

62CF1C099300594A91850716925599C20F0B86B23FBE9423033AE9A0FA18EC10), which comprise:

- the consolidated and separate statement of financial position as at 31 December 2021,
- the consolidated and separate statement of comprehensive income for the year then ended,
- the consolidated and separate statement of changes in equity for the year then ended,
- the consolidated and separate statement of cash flows for the year then ended, and
- the notes to the consolidated and separate financial statements, which include a summary of significant accounting policies and other explanatory notes.

In our opinion, except for the effect of the matter described in *the Basis for Qualified Opinion*, the accompanying consolidated and separate financial statements give a true and fair view of the financial position of the Group and the Parent Company as at 31 December 2021, and of their financial performance and their cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

Basis for Qualified Opinion

As disclosed in Note 31 to the financial statements as at 31 December 2021 the Group failed to comply with covenants of the long-term loan with the financial institution. Based on the loan agreement, the financial institution is entitled to require early repayment of the loan. After the financial year end the credit institution has confirmed that it will not exercise its right to withdraw from financing agreements prior to maturity due to the breach of the loan covenants as at 31 December 2021. Nevertheless, in accordance with International Financial Reporting Standards the loan balance amounting to EUR 998 739 included in long-term loans should have been reported as short-term loans in the statements of the financial position of the Group and the Parent Company.

In accordance with the Law on Audit Services of the Republic of Latvia we conducted our audit in accordance with International Standards on Auditing adopted in the Republic of Latvia (ISAs). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements* section of our report.

We are independent of the Group in accordance with the International Ethics Standards Board for Accountants International Code of Ethics for Professional Accountants (including International Independence Standards) and independence requirements included in the Law on Audit Services of the Republic of Latvia that are relevant to our audit of the financial statements in the Republic of Latvia. We have also fulfilled our other professional ethics responsibilities and objectivity requirements in accordance with the International Code of Ethics for Professional Accountants (including International Independence Standards) and Law on Audit Services of the Republic of Latvia.

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We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

Emphasis of Matter

We draw attention to Note 3.2 to the financial statements which describes restatements made by the management to correct misstatements in the Group's financial statements for the year ended 31 December 2020. Our opinion is not further modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated and separate financial statements of the current period. These matters were addressed in the context of our audit of the consolidated and separate financial statements as a whole, and in forming our opinion thereon, but we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matter	How the matter was addressed in the audit
Accounting for investments in subsidiaries and associates	
<p><i>Refer to Notes 2.22, 18, and 20 to the financial statements</i></p> <p>The Parent Company has made investments in a number of companies. The Parent Company assesses whether it has control or significant influence over these entities and accordingly classifies each investment as either a subsidiary, an associate or as other investment.</p> <p>As at 31 December 2021 due to signed agreements related to corporate governance over SIA "Lighthspace Technologies" the Group has concluded that it has significant influence but not control over this entity despite the fact that the Group holds majority of shares in the entity. Accordingly, this entity is classified as associate.</p> <p>As at 31 December 2021 the Parent Company's investments in subsidiaries in the Parent Company's statement of financial position amount to EUR 10 323 130 and the Group's investments in associates in the Group's statement of the financial position amount to EUR 6 106 799.</p> <p>Some of the companies, in which the Group and the Parent Company has invested in, are still in the process of starting up their operations and their future cash flows are difficult to forecast. Consequently, significant amount of judgment needs to be applied when evaluating recoverable amounts of these assets. The Group's management has evaluated recoverability for these investments based future cash flow projections which envisages significant business growth strategy.</p> <p>Due to the above facts and circumstances, we considered classification, recoverability and valuation of investments in subsidiaries and associates as key audit matter.</p>	<p>Our procedures included, but were not limited to:</p> <ul style="list-style-type: none"> - We evaluated key judgments made by management when classifying investments in subsidiaries, associates or other investments. - We involved our internal International Financial Reporting Standards specialists to assist us in evaluation of the key assumptions used by the Group's management regarding classification of investments. - We obtained assessment of recoverability of investments in subsidiaries and associates prepared by the Group's management and identified key assumptions used. - We gained an understanding of the assessment preparation process. - We discussed with the Group's management the development status of companies and assessed the information and data used in the recoverability assessment. - We have involved our internal valuation specialists to assist us in performing our audit procedures by assessing key assumptions used by the Group's management and testing the mathematical accuracy of models. - We evaluated the completeness and accuracy of disclosures relating to investments in subsidiaries and associates.

Monitoring of liquidity position	
<p><i>Refer to Notes 24, 31, 45, and 49 to the financial statements</i></p> <p>As of 31 December 2021 the Group's and Parent Company's current liabilities exceed current assets.</p> <p>The Group and Parent Company manages its liquidity risk by sustaining sufficient working capital, which, among others, includes ensuring that the Group is able to continue the use of trade receivables factoring facilities and continuing the use of overdraft facilities (Notes 24 and 31).</p> <p>As disclosed in Note 49 the impact of the COVID-19 pandemic and the Russia-Ukraine conflict on the Group's economic activities is still not fully known and the situation is still evolving. Depending on the duration of the COVID-19 pandemic and the duration of the Russia-Ukraine conflict and the negative impact on overall economic activity in 2022, the Group's results could be negatively impacted, creating liquidity challenges. The exact impact on the Group's activities in 2022 and beyond currently cannot be predicted.</p> <p>The management's ability to generate adequate funds to ensure sufficient liquidity is based on several management assumptions, including prolongation of trade receivables factoring and credit line agreements, which expire in year 2022.</p> <p>Due to the above facts and circumstances, we consider liquidity position and management ability to secure long term financing of the Group as key audit matter.</p>	<p>Our procedures included, but were not limited to:</p> <ul style="list-style-type: none"> We obtained the cash flow forecasts prepared by the Group's management and evaluated the underlying assumptions, including assumptions and actions taken related to the prolongation of trade receivables factoring facilities and continuing the use of overdraft facilities. We gained an understanding of the cash flow forecast preparation process. We evaluated the significant assumptions made by the Group's management in the context of cash flow forecasts and Covid-19 and Russia-Ukraine conflict impact assessment. We performed this evaluation with reference to the approved budgets and the supporting documents, where appropriate. Regarding financial forecasts, we compared the estimates made by the Group's management in the forecasts with the actual trends. Furthermore, we evaluated the actual financial results for the first months of year 2022 and compared against the budgeted results. We evaluated the completeness and accuracy of disclosures relating to liquidity position, implications of Covid-19 and Russian-Ukraine conflict, financing available to the Group and management future plans.

Other matters

Consolidated and separate financial statements for the year ended 31 December 2020 were audited by other auditors whose report dated 26 April 2021 expressed an unqualified opinion on those statements.

Reporting on Other Information

The management is responsible for the other information. The other information comprises:

- the General information which is included in the accompanying Annual Report,
- the Management Report which is included in the accompanying Annual Report,
- the Non financial report which is included in the accompanying Annual Report,
- the Statement on Management's Responsibilities which is included in the accompanying Annual Report,
- the Statement of Corporate Governance set out in separate statement provided by HansaMatrix AS management and available on the HansaMatrix AS website <http://www.hansamatrix.com>,
- the Remuneration Report for the year 2021, set out in separate statement provided by HansaMatrix AS management and available on the HansaMatrix AS website <http://www.hansamatrix.com>

Our opinion on the financial statements does not cover the other information included in the Annual Report, and we do not express any form of assurance conclusion thereon, except as described in the *Other reporting responsibilities in accordance with the legislation of the Republic of Latvia related to Other information* section of our report.

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

If, based on the work we have performed and in light of the knowledge and understanding of the Group and the Parent Company and their environment obtained in the course of our audit, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard, except of the matter, described in *Basis for Qualified Opinion* paragraph above.

Other reporting responsibilities in accordance with the legislation of the Republic of Latvia related to other information

In addition, in accordance with the Law on Audit Services of the Republic of Latvia with respect to the Management Report, our responsibility is to consider whether the Management Report is prepared in accordance with the requirements of the 'Law On the Annual Reports and Consolidated Annual Reports' of the Republic of Latvia.

Based solely on the work required to be undertaken in the course of our audit, in our opinion:

- the information given in the Management Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Management Report has been prepared in accordance with the requirements of the 'Law On the Annual Reports and Consolidated Annual Reports' of the Republic of Latvia.

In accordance with the Law on Audit Services of the Republic of Latvia with respect to the Statement of Corporate Governance, our responsibility is to consider whether the Statement of Corporate Governance includes the information required in section 56.1, section 1, clauses 3, 4, 6, 8, and 9, as well as article 56.2, section 2, clauses 1, 2, 3, 5, 6, 7 and 8 of the Financial Instruments Market Law.

In our opinion, the Statement of Corporate Governance includes the information required in section 56.1, section 1, clauses 3, 4, 6, 8, and 9, as well as article 56.2, section 2, clauses 1, 2, 3, 5, 6, 7 and 8 of the Financial Instruments Market Law.

Furthermore, in accordance with the Law on Audit Services of the Republic of Latvia with respect to the Remuneration Report our responsibility is to consider whether the Remuneration Report includes the information required in Article 594 of the Financial Instruments Market Law.

In our opinion, the Remuneration Report includes the information required in Article 594 of the Financial Instruments Market Law.

Responsibilities of Management and Those Charged with Governance for the Consolidated and Separate Financial Statements

Management is responsible for the preparation of the consolidated and separate financial statements that give a true and fair view in accordance with International Financial Reporting Standards as adopted by the European Union and for such internal control as management determines is necessary to enable the preparation of consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error.

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

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditors' Responsibility for the Audit of the Consolidated and Separate Financial Statements

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

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated and separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the 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 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 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 auditors' report to the related disclosures in the consolidated and separate 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 auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves a fair presentation.
- 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.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence and objectivity, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated and separate financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other reporting responsibilities and confirmations required by the legislation of the Republic of Latvia and the European Union when providing audit services to public interest entities

We were first appointed as auditors on in 2021. This is our first year of appointment as auditors.

We confirm that:

- our audit opinion is consistent with the additional report presented to the Audit committee of the Company;
- as referred to in the paragraph 37.6 of the Law on Audit Services of the Republic of Latvia we have not provided to the Group and the Company the prohibited non-audit services (NASs) referred to of EU Regulation (EU) No 537/2014. We also remained independent of the audited entity in conducting the audit.

The responsible certified auditor on the audit resulting in this independent auditors' report is Inguna Stasa.

Report on Compliance with the ESEF Regulation

We have conducted a reasonable assurance engagement on the verification of compliance of the Group financial statements included in the consolidated annual report with the provisions of Commission Delegated Regulation (EU) 2019/815 of 17 December 2018 supplementing Directive 2004/109/EC of the European Parliament and of the Council with regard to regulatory technical standards on the specification of a single electronic reporting format (the "ESEF Regulation") that apply to the financial statements.

Responsibilities of Management and Those Charged with Governance for ESEF report

The management is responsible for the preparation of the financial statements in compliance with the ESEF Regulation. Inter alia, the management is responsible for:

- The design, implementation and maintenance of the internal control relevant for the application of the requirements of the ESEF Regulation;
- The preparation of all financial statements included in the consolidated annual report in the valid XHTML format; and
- The selection and use of XBRL mark-ups in line with the requirements of the ESEF Regulation.

Auditor's Responsibilities

Our task is to express a conclusion whether the financial statements included in the consolidated annual report are, in all material respects, in compliance with the requirements of the ESEF Regulation, based on the audit evidence obtained. Our reasonable assurance engagement was conducted in accordance with the *International Standard on Assurance Engagements 3000 (Revised) Assurance Engagements Other Than Audits or Reviews of Historical Financial Information* (hereinafter "ISAE 3000").

The nature, timing and scope of the selected procedures depend on the auditor's judgment. A reasonable assurance is a high level of assurance; however, it is not a guarantee that the examination conducted in accordance with the above standard will always detect a potentially existing material non-compliance with the requirements of the ESEF Regulation.

As part of our work, we performed the following procedures:

- We obtained an understanding of the requirements of the ESEF Regulation;
- We obtained an understanding of the Company's internal process relevant for the application of the requirements of the ESEF Regulation;
- We identified and evaluated risks of material non-compliance with the ESEF Regulation, whether due to fraud or error; and
- Based on this, we designed and performed procedures responsive to those risks and aimed at obtaining a reasonable assurance for the purposes of expressing our conclusion.

The aim of our procedures was to assess whether

- The financial statements included in the consolidated annual report were prepared in the valid XHTML format;
- The data in the consolidated financial statements were marked up where required by the ESEF Regulation and all mark-ups meet the following requirements:
 - XBRL mark-up language was used;
 - The elements of the core taxonomy specified in the ESEF Regulation with the closest accounting meaning were used, unless an extension taxonomy element was created in compliance with the ESEF Regulation; and
 - The mark-ups comply with the common rules for mark-ups pursuant to the ESEF Regulation.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion.

Conclusion

In our opinion, financial statements for the year ended 31 December 2021 included in the consolidated annual report are, in all material respects, in compliance with the requirements of the ESEF Regulation.

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Inguna Stasa
Member of the Board
Certified Auditor of Latvia
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Riga, Latvia

The Independent Auditors' report is signed with secure electronic signature and contains a timestamp