

UNITED COMMUNICATIONS PARTNERS INC

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United Communications Partners Inc. and Subsidiaries
Consolidated Balance Sheets (Unaudited)
(In thousands of USD)

<u>Assets</u>	<u>December 31,</u> <u>2022</u>	<u>December 31,</u> <u>2021</u>
Current assets:		
Cash and cash equivalents	\$ 4,315	\$ 2,742
Accounts receivable, net	4,623	5,440
Costs and estimated earnings in excess of billings on projects in progress	289	133
Value added tax refund receivable	96	41
Prepaid expenses and other current assets	<u>382</u>	<u>351</u>
Total current assets	9,705	8,707
Equipment, net	130	47
Equity investments	19	(9)
Other investments	208	239
Goodwill	2,954	2,954
Other intangible assets, net	<u>-</u>	<u>-</u>
Total assets	<u>\$ 13,016</u>	<u>\$ 11,938</u>

See notes to the consolidated financial statements.

United Communications Partners Inc. and Subsidiaries
Consolidated Balance Sheets (continued)
(In thousands of USD)

<u>Liabilities</u>	<u>December 31, 2022</u>	<u>December 31, 2021</u>
Current liabilities:		
Accounts payable	\$ 7,990	\$ 6,588
Accrued expenses and other current liabilities	805	1,291
Billings in excess of costs and estimated earnings on projects in progress	2,563	3,261
Value added tax payable	-	-
Notes payable	1,061	1,292
Advances from related parties	-	-
 Total current liabilities	 12,419	 12,432
 Contingent consideration – Tre Kronor	 -	 -
 Total liabilities	 12,419	 12,432
Non-controlling interest	79	36
 Commitments and contingencies		
<u>Stockholders' Equity</u>		
Preferred stock \$0.001 per share par value; 100,000,000 authorized; 0 issued and outstanding.	-	-
Common stock \$0.001 per share par value; 2,000,000,000 shares authorized, 1,617,887,264 shares issued at December 31, 2022 and December 31, 2021 and 1,610,887,264 shares outstanding at December 31, 2022 and December 31, 2021.	1,618	1,618
Additional paid-in capital	9,179	9,179
Accumulated deficit	(11,243)	(11,805)
Treasury stock, at cost, 7,000,000 shares	(7)	(7)
Accumulated other comprehensive income	971	485
 Total Stockholders' equity	 518	 (530)
 Totals liabilities and stockholders' equity	 \$ 13,016	 \$ 11,938

See notes to the consolidated financial statements.

United Communications Partners Inc. and Subsidiaries
Consolidated Statements of Operations (Unaudited)
(In thousands of USD, except for per share amounts)

	For the Years Ended December 31,	
	2022	2021
Net revenues	\$ 50,937	\$ 52,601
Cost of revenues	(46,279)	(48,207)
Gross Profit	4,658	4,394
Selling, general and administrative expenses	(3,754)	(4,975)
Depreciation and amortization	(27)	(30)
Income (loss) from operations	877	(611)
Other income (expense), net:		
Income (loss) from equity investments	(26)	(46)
Provision for valuation of equity investments	-	-
Gain (loss) from disposal of interest in equity investment	-	-
Gain (loss) from disposal of shares	-	-
Profit (loss) from disposal of equipment	4	-
Interest expense	(155)	(71)
Total other income (expense), net	(177)	(117)
Net Income (loss) before taxes and minority Interest	700	(728)
Provision for income taxes	(94)	(65)
Net loss (gain) attributable to the Non-Controlling Interest	(44)	(29)
Net Income (loss) available to common Shareholders	\$ 562	\$ (822)
Net Income (loss) per share – Basic and diluted		
Continuing operations	\$ (-)	\$ (-)
Discontinued operations	(-)	(-)
Net Income (loss)	\$ (-)	\$ (-)
Weighted-average shares outstanding:		
Basic and diluted	1,610,887,264	1,610,887,264

See notes to the consolidated financial statements.

United Communications Partners Inc. and Subsidiaries
Consolidated Statements of Cash Flows (Unaudited)
(In thousands of USD)

	For the Year Ended December 31, 2022	For the Year Ended December 31, 2021
Cash flows from operating activities:		
Net profit (loss)	\$ 562	\$ (822)
Adjustments to reconcile net profit/loss to net cash used in operating activities:		
Depreciation	27	30
Amortization of intangible assets	-	-
Loss (Income) from equity investments	26	46
Non-controlling interests	44	29
Changes in operating assets and liabilities:		
Accounts receivable	(617)	(871)
Cost and estimated earnings in excess of billings on projects	(39)	297
Value added tax refund receivable	(13)	(122)
Prepaid expenses and other current assets	(51)	204
Financial asset investment in LPI – reclassified from other current assets	(28)	(239)
Accounts payable	1,067	136
Accrued liabilities and corporate taxes	107	536
Billings in excess of costs and estimated earnings	342	1,200
Net cash generated from operating activities	1,427	424
Cash flows from investing activities:		
Net disposal and purchase of equipment	(65)	(41)
Shareholders contribution to Media Team Plus Scandinavia AB	(42)	(50)
Dividends received from equity investments	-	-
Net cash used in investing activities	(107)	(91)
Cash flows from financing activities:		
Repayments of debt	-	-
Proceeds from debt, net of financing costs	142	166
Net repayments from borrowings from related party	-	-
Net cash provided by financing activities	142	166
Effect of exchange rates on cash from continued operations	111	(247)
Net increase (decrease) in cash	1,573	252
Cash at beginning of period	2,742	2,490
Cash at end of period	\$ 4,315	\$ 2,742
Supplemental information:		
Cash paid for interest in continued operations	\$ 155	\$ 71

See notes to the consolidated financial statements.

United Communications Partners Inc. and Subsidiaries
Consolidated Statements of Stockholders' Equity and Comprehensive Loss (Unaudited)
For the years ended December 31, 2022, and 2021.
(In thousands of USD)

	Common Stock Shares	Common Stock Amount	Treasury Shares	Treasury Shares Amount	Additional Paid-In Capital	Accumulated Deficit	Accumulated Comprehensive Gain (Loss)	TOTAL
Net gain (loss) for the period	-	-	-	-	-	(822)	-	(822)
Foreign currency translation adjustment	-	-	-	-	-	-	298	298
Comprehensive gain (loss)	-	-	-	-	-	-	-	(524)
Balance at December 31, 2021	1,617,887,264	\$ 1,618	(7,000,000)	\$ (7)	\$ 9,179	\$ (11,805)	\$ 485	\$ (530)

	Common Stock Shares	Common Stock Amount	Treasury Shares	Treasury Shares Amount	Additional Paid-In Capital	Accumulated Deficit	Accumulated Comprehensive Gain (Loss)	TOTAL
Net gain (loss) for the period	-	-	-	-	-	562	-	562
Foreign currency translation adjustment	-	-	-	-	-	-	486	486
Comprehensive gain (loss)	-	-	-	-	-	-	-	1 048
Balance at December 31, 2022	1,617,887,264	\$ 1,618	(7,000,000)	\$ (7)	\$ 9,179	\$ (11,243)	\$ 971	\$ 518

See notes to the consolidated financial statements.

United Communications Partners Inc. and Subsidiaries
Notes to the Consolidated Financial Statements

Note 1. Organization and Nature of Business

Organization

United Communications Partners Inc. (“UCP” or the “Company”) is a holding company that currently conducts its operations through its wholly owned subsidiaries Tre Kronor Media AB, former Tre Kronor Media & Reklam Stockholm AB, (“TKM” or “Tre Kronor”), which was acquired on May 4, 2010, Abrego Spain SL, which was established in November 2010, and Effect Growth Media AB, which was established in August 2013.

Tre Kronor Media & Reklam Stockholm AB changed its registered name to Tre Kronor Media AB on September 11, 2017. Tre Kronor Holding AB changed its registered name to Effect Growth Media AB on March 29, 2019.

Tre Kronor Media AB

On May 4, 2010, the Company completed the acquisition of the issued and outstanding shares of TKM. The Company issued an aggregate of 35,000,000 shares of common stock to the shareholders of TKM, pro rata with their respective ownership interests in TKM, to complete the acquisition.

Additional principal terms of the TKM agreement are summarized as follows:

- all shares issued to the TKM shareholders will be subject to a three-year lock-up period;
- notwithstanding the above lock-up agreement, three of the shareholders will be permitted to sell annually a portion of their shares provided that (i) the total accumulated aggregate sales price does not exceed Swedish Kroner (SEK) 3,000,000, and (ii) the transfers do not exceed 10% of the daily registered volume of the Company’s common stock on the Nasdaq OTC Bulletin Board; however, in 2010 the shareholders cannot sell any shares for the initial six months;

in 2010 only, one of the principal shareholders, will redeem a portion of his shares against a cash payment from the Company in the aggregate amount of SEK 3,000,000 (\$387,000). The redemption of the shares will be based on the valuation on the date of payment. On the date of acquisition, the Company recorded \$387,000 as a related party payable. The Company agreed to extend the redemption of the portion of his shares against a cash payment in the aggregate amount of SEK 3,000,000 (\$387,000) to December 31, 2013;

During the year ended December 31, 2010, the Company advanced a payment of \$387,000 to the principal shareholder. Such advance has been classified as a component of the Company’s Stockholders Equity as Notes Receivable from Affiliate. During the fourth quarter of 2012 the redemption agreement was annulled, and the principal shareholder settled the Note Receivable by repaying the advanced payment of \$387,000 in cash.

- in the event that the Company does not raise a minimum of either \$3,000,000 either as debt or equity financing by December 31, 2010, the TKM shareholders will have the right to re-acquire all of the issued and outstanding shares of TKM by (i) delivering written notice by January 15, 2011 and returning to the Company all consideration issued to such shareholders within 30 days of such notice, including the cash value of any shares that may have been sold by the TKM shareholders,

On August 11, 2010, the former shareholders of TKM renounced their right to re-acquire the issued and outstanding shares as described above.

- the Company has also agreed to issue up to an additional 6,000,000 shares of its common stock based on TKM achieving certain “Earnings Before Tax” (“EBT”), as determined in accordance with the agreement, thresholds for the accounting years 2010 to 2012:
 - EBT being more than SEK 2 million (\$274,667) for 2010; issuance of additional 2,000,000 shares of the Company
 - EBT being more than SEK 3 million (\$412,000) for 2011; issuance of additional 2,000,000 shares of the Company
 - EBT being more than SEK 4 million (\$549,333) for 2012; issuance of additional 2,000,000 shares of the Company

- as an alternative to the above, the TKM shareholders will receive 4,000,000 shares if the accumulated EBT for 2010 and 2011 is more than SEK 5 million (\$686,667), or 6,000,000 shares if the accumulated EBT for 2010, 2011 and 2012 is more than SEK 9 million.

On the date of the acquisition, the Company recorded an accrual of \$365,000 as long-term contingent consideration. The Company based this accrual on the fair value of the amount anticipated to be incurred as a result of the projections available at the date of the acquisition. At December 31, 2013 the contingent consideration was valued at \$5,000. During fiscal 2013 and 2012, the Company recorded respectively a loss of \$1,000 and a loss of \$2,000 from fair value change contingent consideration.

At December 31, 2014 it was concluded that the EBT 2010, 2011 and 2012 did not reach the thresholds for issuing shares as defined in the agreement described above and the contingent consideration was valued at \$nil. The Company recorded a gain of \$5,000 from fair value change contingent consideration.

- On October 13, 2011, the Company entered into an amendment to the share purchase agreement (the "Amendment No. 2") with the former shareholders of TKM. The amendment set forth, that the parties have agreed to annul the clauses, after which the former principal shareholders in TKM are entitled to a cash compensation, each of \$600,000 should they leave the Company.

In consideration of annulments of the clauses, the Company has agreed to issue formal principal stockholders of TKM newly issued shares in the Company in the amount equal to \$600,000 each, for an aggregate purchase price of \$1,200,000.

On November 11, 2011, the Company issued an aggregate 934,579,440 shares of common stock of the Company to the former principal shareholders of TKM at market price of \$0.001284 per share in consideration of the annulment pursuant to the Amendment No. 2.

Abrego Spain SL

In November 2010, the Company established a wholly owned subsidiary in Spain, Abrego Spain SL ("ABSP"), a media company with a capital of Euro 3,010 (approximately \$ 4,100).

In Sight AS

Effective January 1, 2011, TKM acquired a non-controlling 30.1% interest in In Sight AS (a Norwegian media company) pursuant to an agreement dated June 2, 2010, between In Sight and TKM. The interest was acquired for a cash consideration of Swedish Kronor (SEK) 4,756,550 (\$701,000). The consideration was paid on October 31, 2010. In Sight AS is a Norwegian based media agency established in 2009. During 2010 and effective from January 1, 2011, In Sight AS expanded its business significantly after signing a contract with one of the largest retailers in Norway regarding media strategy, counseling, media purchases and campaign execution.

In the beginning of 2012 In Sight AS issued 23,500 new shares against cash considerations, thus diluting TKM's non-controlling interest from 30.1% to 27.1%. On September 18, 2012, TKM agreed to dispose 14,500 shares to the management of In Sight AS against a cash consideration of \$222,591 (Norwegian Kronor 1,305,000). Pursuant to the transaction, TKM's non-controlling interest was 21% (50,000 shares). In September 2017, In Sight AS issued 22,000 new shares against cash considerations, thus diluting TKM's non-controlling interest from 21% to 19.2%.

On December 21, 2017, TKM sold its shareholding in In Sight AS (50,000 shares) to In Sight Holding AS for a consideration of NOK 5,789,474 (\$696,216). As at December 31, 2017, TKM has no equity in In Sight AS.

The consideration was to be paid at the latest January 31, 2018. TKM issued a note receivable to In Sight Holding AS for the installment of the payment against pledge in the transferred shares. The note bore no interest. The note receivable was settled by January 16, 2018.

HowCom AB (former CCCP Media AB)

As of September 2011, TKM held a non-controlling interest of 33.3%, SEK 33,333 (approximately \$4,861) in CCCP AB, a Swedish media agency, with a combined capital of SEK 100,000 (approximately \$14,583). During April 2013, CCCP Media AB acquired the Swedish consulting firm HowCom AB. In conjunction to the acquisition, the name of the company CCCP Media AB was changed to HowCom AB ("HC"). In connection with the acquisition, in May 2013, HowCom AB participated in the establishing of the Swedish consulting company HowCom Evolution AB ("HCE") for a combined capital of SEK 100,000 (approximately \$14,895) in which HowCom AB held a controlling interest of 52% which was the equivalent to SEK 52,000 (approximately \$7,745).

In November 2016, TKM sold 5% of its non-controlling interest in Howcom AB and in December 2016 it sold the remaining 28.3%. The shares were sold to management and staff in Howcom AB for a total consideration of SEK 3,950,000 (\$434,204), to be paid in full March 31, 2017. The consideration relating to the shares transferred in November was paid in November. Against pledge in the transferred shares, TKM issued notes receivables to the buyers of shares transferred in December for the installment of the payment of SEK 3,500,000 (\$384,742). As at December 31, 2016, TKM has no equity interest in Howcom AB. The notes receivables were settled by March 31, 2017.

Nyheter365 AB (formerly Atna World AB)

Effective January 1, 2011, TKM acquired all issued and outstanding shares in the Swedish advertising agency Atna World AB. After the acquisition the name of the company was changed to Nyheter365 AB ("Nyheter365"). As consideration for the acquired shares, the former shareholders of Atna World AB received a total of 10,000,000 shares of common stock in UCP. Such shares were transferred free of charge from an affiliate to UCP. As at January 1, 2012, the CEO of Nyheter365 received 20% of the issued and outstanding shares in Nyheter365, as part of his remuneration package, subsequent to which TKM held a controlling interest of 80% in Nyheter365 with a combined capital of SEK 100,000 (approximately \$14,979). Effective September 5, 2014, TKM sold all its shares in Nyheter365 to Nyheter365 Holding AB for a consideration of 5,500,000 SEK (approx. 772,147 USD). Pursuant to this transfer of shares TKM has no ownership in Nyheter365.

Tre Kronor Media Danmark A/S

In February 2013, TKM participated in the establishing of the Danish media company Tre Kronor Media Danmark A/S ("TKMDK"). TKMDK was established with a combined capital of Danish Kroner 500,000, (approximately \$86,200) in which TKM holds a controlling interest of 80%, which is equivalent to DKK 400,000, (approximately \$69,000). On November 23, 2016, TKM acquired 5% of the shares in TKMDK at nominal value from Howcom AB. As of December 31, 2016, TKM had a controlling interest of 85% in TKMDK, which is equivalent to DKK 425,000 (approximately \$73,270). On January 15, 2018, the CEO and COO of TKMDK received 5% each of the issued and outstanding shares in TKMDK as part of their remuneration package. Subsequently TKM held a controlling interest of 75% in TKMDK, which is equivalent to DKK 375,000, (approximately \$62,000).

As part of a contractual review in January 2021 the Digital director of TKMDK was offered to buy 1% of the issued and outstanding shares in TKMDK from TKM at nominal value, DKK 5,000 (approximately \$830). On January 26, 2021, the Digital director concluded the acquisition. Subsequently TKM holds a controlling interest of 74% in TKMDK, which is the equivalent to DKK 370,000 (approximately \$61,170).

The results of operations of TKMDK have been included in the consolidated statements of operations since February 11, 2013.

Tre Kronor Creative AB

During the first quarter of 2013 TKM established the Swedish company Tre Kronor Creative AB ("TKC"). Its establishment was based on a partnership agreement with two leading members of the TKM staff, who were to take a 20% holding in the company, with a combined capital of SEK 100,000 (approximately \$15,346). The agreement was not completed, and both members waived their right to shares of ownership. As at December 31, 2013, TKM's controlling interest constituted the equivalent of SEK 100,000 (approximately \$15,365).

TKC was established with the purpose of separating advertising activities from TKM enabling TKM to focus entirely on its core competencies within media consultancy, media planning and media campaign execution. In July 2013 it was concluded the advertising business of TKC was not fulfilling its objectives and would generate a loss in the business year. It was decided to close the advertising business. The entity thereafter had no business activity. On May 31, 2015, TKM sold all its shares in Tre Kronor Creative AB, resulting in a gain for the Company of SEK 3,482,000 (approximately \$412,883) due to reversal of intercompany items between TKM and TKC.

Effect Growth Media AB (former Tre Kronor Holding AB)

In August 2013, the Swedish company Tre Kronor Holding AB ("TKH") was established, with a capital of SEK 100,000 (approx. \$15,302). TKH was established with the purpose of handling joint activities and shared services for the group, i.e. administrative and financial services, procurement, shared systems and tools, investments and growth activities, and started its operations in 2014. On March 29, 2019, Tre Kronor Holding AB changed its registered name to Effect Growth Media AB ("EGM"). The results of operations of EGM have been included in the consolidated statements of operations since May 1, 2014.

Local Planet AB

On May 2, 2016, TKM participated in the establishing of the Swedish media company Local Planet AB ("LP"). LP was established with a combined capital of SEK 50,000 (approximately \$6,000) in which TKM initially held a controlling interest of 92.4%, which is equivalent to SEK 46,200 (approximately \$5,544). On November 8, 2016, TKM sold a further 7.4% of the shares at nominal value to management. As of December 31, 2016, TKM has a controlling interest of 85% in LP, which is equivalent to SEK 42,500 (approximately \$5,100). LP primarily offer media services to clients in Sweden. Operations in LP started in July 2016.

The results of operations of LP have been included in the consolidated statements of operations since July 2016.

Local Planet International Limited

On April 15, 2016, TKM, entered into a Subscription agreement and a Shareholders agreement with Local Planet International Limited ("LPI"), as part of participating in forming a new global media agency network. The agreements gave TKM the right to become a shareholder in the new network in March 2018. The final decision whether TKM should execute the agreements needed to be made by the Board of Directors before December 31, 2017. The Board of TKM decided to buy shares in LPI, equivalent of 5% of the shares in LPI. The original agreements from 2016 were renegotiated. A new Shareholders Agreement was signed in July 2018. According to this Agreement TKM acquired 5% of the shares in LPI, that was fully paid in the end of January 2019. TKM will according to the new Shareholders Agreement have the right to appoint and maintain in office one person as a director of the board of LPI. The Chairman of the board of the Company is director of the board of LPI.

Media Team Plus Scandinavia AB

On April 12, 2017, TKM acquired 40% of the shares in Media Team Plus Scandinavia AB ("MTP"), a joint venture together with Serviceplan International GMBH & CO. KG (a German Company). The total combined capital of MTP is SEK 50,000 (approx. \$5,652), whereof TKM has an interest of SEK 20,000 (approx. \$2,261). The objective of the joint venture is to generate synergies, provide a representative for Serviceplan's international clients in Sweden and throughout the Nordic region, and to enable TKM to handle conflicted Swedish and Nordic clients. Operations in MTP started at the end of 2017.

Tre Kronor Media Norge AS

On June 7, 2018, TKM established the Norwegian company Tre Kronor Media Norge AS ("TKMNO"), established, with a capital of NOK 50,000 (approx. \$6,161). TKMNO was established with the purpose to offer Communication and Media Agency Services to clients in Norway as well as providing Nordic clients with communications and Media Agency Services in the Norwegian market. TKMNO started its operations at the end of 2022.

Tre Kronor Media Göteborg AB

On October 5, 2018, TKM established the Swedish company Tre Kronor Media Göteborg AB ("TKMGBG"), with a capital of SEK 50,000 (approximately \$5,534). TKMGBG was established with the purpose to offer clients in Gothenburg and the Gothenburg area, on the west-coast of Sweden, Media Agency Services. The operations in TKMGBG started during early spring 2019. On March 9, 2019, the CEO of TKMGBG received an option to buy 15% of the issued and outstanding shares in TKMGBG. The CEO called the option on January 3, 2020. As of January 3, 2020, TKM has a controlling interest of 85% in TKMGBG, which is equivalent of SEK 42,500 (approximately \$4,704).

The results of operations of TKMGBG have been included in the consolidated statements of operations since March 2019.

Tre Kronor Media Malmö AB

On September 30, 2020, TKM participated in establishing the Swedish company Tre Kronor Media Malmö AB ("TKMM"). TKMM was established with a combined capital of SEK 50,000 (approximately \$5,778), in which TKM holds a controlling interest of 75%, which is equivalent of SEK 37,500 (approximately \$4,334). TKMM was started together with the advertising group Bästa Kompisar and the former COO of Starcom Malmö. TKMM was established with the purpose to offer clients in the southern part of Sweden Media Agency Services.

The operations in TKMM started in October 2020 and the results of operations of TKMM have been included in the consolidated statements of operations since October 2020.

Maze-One Sweden

On August 18, 2020, TKM signed a Letter of Intent for a joint venture together with Maze-One Nordics ApS, agreeing a shareholding in the joint venture company of 49% by TKM and 51% by Maze-One Nordics ApS. The new company Maze-One Sweden AB (“MOSA”) was planned to be established in the beginning of 2021. The purpose was to provide clients in Sweden services around marketplaces, primarily Amazon, from technology and content, to feeds, advertising, and fulfillment. The agreed operations started in December 2020. In September 2021 the parties agreed not to set up a joint venture company.

Making Science Acquires a 69,805% interest in United Communications Partners Inc.

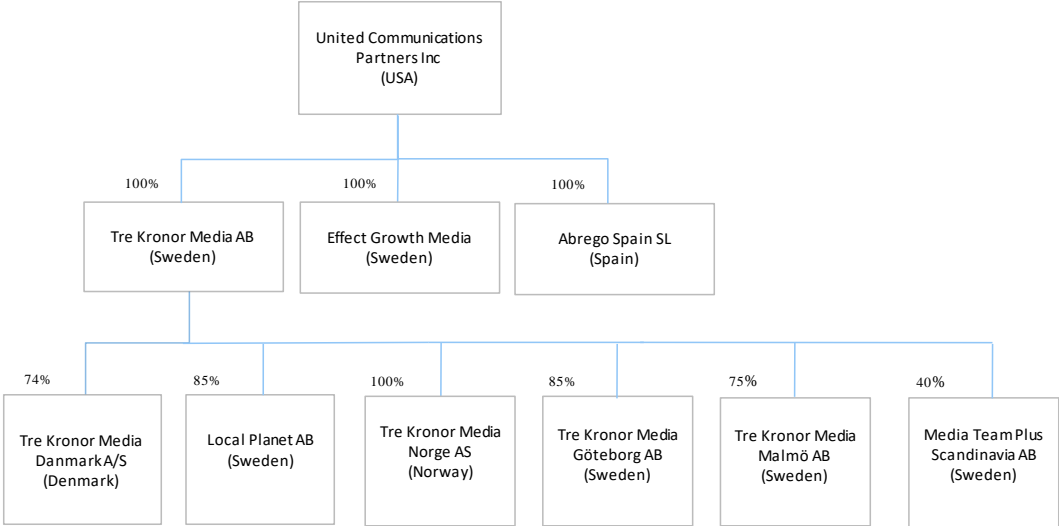
On February 10, 2022, it was announced that Making Science Group S.A. (“Making Science”) (Madrid: MAK5) where to acquire a 69,805% interest in the Company, pursuant to a share purchase agreement (the “Acquisition Agreement”) entered into between Making Science and Niclas Fröberg, a director and the Chairman of UCP, Lars Bönnellyche, a director of UCP, and Anna-Karin Darlin, the Chief Financial Officer of UCP (the “UCP Manager Sellers”). Under the Acquisition Agreement, each of the UCP Manager Sellers will transfer to Making Science all of their common share holdings in the Company, subject to formal registration. As a result of these transfers, Making Science is the owner of 1,129,366,661 shares of United Communications Partners Inc.’s outstanding common stock, representing a 69.805% interest in UCP. Making Science completed the acquisition on February 28, 2022. Each of the UCP Manager Sellers has entered into a new employment agreement with Tre Kronor Media upon completion of the acquisition. Each of the current directors of the board of the Company, namely Mr. Fröberg, Mr. Bönnellyche and Mr. Kenneth Rosenthal, will remain as a director of United Communications Partners Inc. Tre Kronor Media AB will be managed by a board of five directors to include Mr. Fröberg, Mr. Bönnellyche and three directors appointed by Making Science.

About Making Science

Making Science is a technology and digital marketing consultancy specializing in e-commerce and digital transformation. Its business model responds to the growing need for companies to digitalize their entire value chain, particularly in the area of marketing. The markets in which Making Science operates are digital advertising, data analytics, e-commerce, and cloud, all of them with high growth rates. The Making Science Group currently employs more than 1,000 people and has a presence and technological development in 11 markets: Spain, Portugal, Mexico, Colombia, France, Italy, UK, Ireland, Georgia, Germany, and USA. Through its acquisition of UCP it can now also add the markets Norway, Denmark, and Sweden. Making Science has been chosen SME of the Year 2019 by the Madrid Chamber of Commerce and has recently received the C.R.E.C.E. (Rapidly Expanding Company with Exponential Growth) award from the consultancy firm Ernst and Young as part of the Entrepreneur of the Year Awards. It has also obtained the 46th position in the FT1000: Europe's Fastest-Growing Companies 2022 ranking (71st year 2021), prepared by the Financial Times, positioning itself as the first fastest-growing European company in the marketing and sales sector.

Corporate Structure

The Company’s corporate organization as of December 31, 2022, is reflected in the following chart:



Business

United Communications Partners and its subsidiaries (collectively, the "Company") offer its customers advertising, media, and other marketing and communication services, primarily in Sweden, Denmark, Norway, and Finland. The Company offers customers full services for marketing and media within tech, data, CRM, strategy, and media buying. Since completion of Making Science acquisition of the majority, 69,805%, February 28, 2022, the Company and its subsidiaries are also part of Making Science international network including presence in 11 markets: Spain, Portugal, Mexico, Colombia, France, Italy, UK, Germany, Ireland, Georgia, and USA. The Company can now offer customers digital transformation and digitization projects, technology services, data analysis, e-commerce consulting and its other services in more markets.

Going Concern

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern.

During the fiscal years 2022 and 2021 the Company incurred a net profit of \$562,000 and a net loss of \$822,000, respectively. The Company continues to operate with a working capital deficiency (approximately \$2,714,000 at December 31, 2022), and has limited financial resources available to pay ongoing financial obligations as they become due.

The Company's current source of funding, in addition to cash on hand, is any cash derived from operations and an operating line of credit of approximately \$1,200,000. However, the Company will require additional financing to conduct its business in accordance with its plan of operations on a long-term basis.

These conditions raise doubt about the Company's ability to continue as a going concern. Accordingly, the accompanying consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America, which contemplates continuation of the Company as a going concern and the realization of assets and the satisfaction of liabilities in the normal course of business. The carrying amounts of assets and liabilities presented in the consolidated financial statements do not necessarily purport to represent realizable or settlement values. These consolidated financial statements do not include any adjustment that might result from the outcome of this uncertainty.

Note 2 – Summary of Significant Accounting Policies

Basis of presentation

The unaudited consolidated financial statements as of December 31, 2022 and 2021 include the accounts of UCP and its subsidiaries as described in Note 1. All intercompany transactions and balances have been eliminated in the consolidated financial information provided.

Use of Estimates

The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of income and expenses during the reported period. The Company evaluates its estimates on an on-going basis.

Significant estimates and assumptions include the valuation of acquired assets including goodwill, the useful lives of assets, revenue recognition, income tax valuation, stock valuation, debt discounts on notes payable, other intangible assets and bad debts. It is at least reasonably possible that the estimate of the effect on the financial statements of a condition, situation or set of circumstances that existed at the date of the consolidated financial statements, which management considered in formulating its estimate could change in the near term due to one or more future confirming events. Accordingly, actual results could differ in the near term from these estimates, and such differences could be material.

Revenue recognition

Most of the Company's client contracts are individually negotiated and accordingly, the terms of client engagements and the bases on which the Company earns commissions and fees vary significantly. Direct costs include fees paid to external suppliers where they are retained to perform part of or all of a specific project for a client and the resulting expenditure is directly attributable to the revenue earned. Revenue is stated exclusive of VAT (value added tax), sales taxes and trade discounts.

The Company's revenue is typically derived from commissions on media placements and fees for advertising and media services. Revenue may consist of various arrangements involving fixed fees, commissions, or incentive-based revenue, as agreed upon with each client. The Company also earns commissions from referrals of services to other vendors, marketing agencies, who ultimately provide the end service to the customer. Commissions are generally earned on the date of broadcast or publication.

Revenue for the Company's fixed-fee contracts is recognized when all the following criteria are satisfied: (i) persuasive evidence of an arrangement exists; (ii) the price is fixed or determinable; (iii) collectability is reasonably assured; and (iv) services have been performed. Depending on the terms of a client contract, fees for services performed can be recognized in two principal ways: proportional performance or completed contract.

- Fixed-fee contracts are generally recognized as earned based on the proportional performance method of revenue recognition. In assessing contract performance, both input and output criteria are reviewed. Costs incurred are used as an objective input measure of performance. The primary input of all work performed under these arrangements is labor. As a result of the relationship between labor and cost, there is normally a direct relationship between costs incurred and the proportion of the contract performed to date. Costs incurred as a proportion of expected total costs is used as an initial proportional performance measure. This indicative proportional performance measure is always subsequently validated against other more subjective criteria (i.e. relevant output measures) such as the percentage of interviews completed, percentage of reports delivered to a client and the achievement of any project milestones stipulated in the contract. In the event of divergence between the objective and more subjective measures, the more subjective measures take precedence since these are output measures.
- Certain fees (such as for marketing services related to rebates offered by clients to their external customers) are deferred until contract completion, as the final act is so significant in relation to the service transaction taken as a whole. Fees are also recognized on a completed contract basis if any of the criteria of the Financial Accounting Standards Board (FASB), Accounting Standard Codification (ASC) 605-10-S99, *Revenue Recognition*, were not satisfied prior to job completion or if the terms of the contract do not otherwise qualify for proportional performance.

Incentive-based revenue typically comprises quantitative criteria. Revenue is recognized when the quantitative targets have been achieved.

In compliance with FASB ASC 605-45 *Principal Agent Considerations*, Reporting Revenue Gross as a Principal versus Net as an Agent, the Company assess whether its agency or the third-party supplier is the primary obligor. The Company evaluate the terms of its client agreements as part of this assessment. In addition, the Company gives appropriate consideration to other key indicators such as latitude in establishing price, discretion in supplier selection and credit risk to the vendor. For a substantial portion of its client contracts the Company acts as principal as the Company are the primary obligor and bear credit risk related to the services it provides. In these contracts the Company record revenues and costs of revenues gross. In certain contracts the Company records a net amount principally on those contracts where the Company only earns a commission.

Sales Tax and Value Added Taxes

In accordance with FASB ASC 605-45, the Company accounts for sales taxes and value added taxes imposed on its goods and services on a net basis in the consolidated statement of operations.

Cash and cash equivalents

For purposes of reporting cash and cash equivalents, the Company considers all short-term highly liquid investments when purchased with an original maturity of three months or less to be cash equivalents.

Accounts Receivable Allowance

The Company maintains an allowance for doubtful accounts for estimated losses from the inability of its customers to make payments when due or within a reasonable period thereafter. The Company performs periodical reviews of its accounts receivable to determine whether an allowance for doubtful accounts is necessary based on an analysis of past due accounts, historical payment patterns by customers and individual customer circumstances. If the financial condition of customers were to deteriorate, resulting in the inability to make required payments, additional allowances may be required. As of December 31, 2021, there was no allowance for doubtful accounts receivables made. As of December 31, 2022, there is an allowance for doubtful accounts receivables made of approximately \$52,000.

Equipment

Equipment is stated at historical cost less accumulated depreciation. Equipment is depreciated using the straight-line method over the estimated useful lives of such assets. The useful lives for computing depreciation for furniture, fixtures and computer equipment ranges from 3 to 5 years.

Upon retirement or other disposition, the cost and related accumulated depreciation and amortization of the assets are removed from the accounts and any resulting gain or loss is reflected in operating expenses or other income. Expenditures for major renewals and improvements which extend the life of the asset are capitalized. Ordinary repairs and maintenance are charged directly to cost of revenues or operating expenses, depending upon their nature.

Impairment of Long-Lived Assets

The Company annually, or whenever events or changes in circumstances indicate that the carrying amounts of such assets may not be recoverable, assesses the carrying value of long-lived assets in accordance with Financial Accounting Standards Board ("FASB") issued ASC 360-10. The Company evaluates the recoverability of long-lived assets not held for sale by measuring the carrying amount of the assets against the estimated undiscounted future cash flows associated with them. If such evaluations indicate that the future discounted cash flows of certain long-lived assets are not sufficient to recover the carrying value of such assets, the assets are adjusted to their estimated fair values.

Goodwill and Intangible assets – Finite lives

The Company accounts for its acquisitions utilizing the purchase method of accounting. Under the purchase method of accounting, the total consideration paid is allocated to the underlying assets and liabilities, based on their respective estimated fair values. The excess of purchase price over the estimated fair value of the net assets acquired is recorded as goodwill. Determining the fair value of certain acquired assets and liabilities, in particular identifiable intangible assets, is subjective in nature and often involves the use of significant estimates assumptions. Finite-lived identifiable intangible assets are amortized over its expected life on a straight-line basis,

as this basis approximates the expected cash flows from the Company's existing finite-lived identifiable intangible assets over the expected future.

UCP acquired all the shares of TKM on May 4, 2010. The acquisition was completed pursuant to a share transfer agreement entered between UCP and the shareholders of TKM. The Company recorded goodwill in connection with the excess cost over fair value of the net assets acquired.

Goodwill is accounted for under FASB ASC 350, *Goodwill and other*. Under FASB ASC 350, the Company's goodwill is tested for impairment on an annual basis or whenever facts or circumstances indicate that the carrying amounts may not be recoverable. The Company elected to conduct its impairment tests in March. The Company's reporting unit is tested individually for impairment by comparing the fair value of the reporting unit with the carrying value of that unit. Fair value is determined based on a valuation study performed by the Company using the discounted cash flow method and the estimated market values of the reporting units. During the year ended December 31, 2012, goodwill related to the Company's acquisition of TKM was impaired by \$756,000 due to decreased profit expectations for fiscal 2012 through 2016. During the years ended December 31, 2022, and 2021, respectively there was no impairment of goodwill.

Equity investments

Investments in business entities in which the Company lacks a controlling financial interest but does have the ability to exercise significant influence over operating and financial policies are accounted for using the equity method in accordance with ASC-323, *Investments—Equity Method and Joint Ventures*.

The Company's proportionate share of net income or loss of such entity is recorded in "Income from equity investment" and "Loss from equity investment" included in "Other income (expense), net" on the Consolidated Statements of Operations.

Derivative Financial Instruments

The Company does not use derivative instruments to hedge exposures to cash flow, market or foreign currency risks. The Company evaluates all of its financial instruments to determine if such instruments are derivatives or contain features that qualify as embedded derivatives. For derivative financial instruments that are accounted for as liabilities, the derivative instrument is initially recorded at its fair value and is then re-valued at each reporting date, with changes in the fair value reported in the consolidated statement of operations. For stock-based derivative financial instruments, the Company uses the Black-Scholes option pricing model to value the derivative instruments at inception and on subsequent valuation dates, which approximates the fair value measured using Binomial Lattice Model. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is evaluated at the end of each reporting period.

Fair Value of Financial Instruments

In accordance with FASB ASC-810 *Financial Instruments*, the carrying amounts reported in the statement of financial position for current assets and current liabilities qualifying as financial instruments are reasonable estimates of fair value due to their short-term nature. The fair value of long-term debt is estimated to approximate fair market value based on current rates offered to the Company for debt of the same remaining maturities.

Non-controlling interest

Certain consolidated subsidiaries of UCP issued equity shares to parties unrelated to the Company. The Company accounts for such transactions in accordance with FASB ASC-810, *Consolidation*. FASB ASC-810 requires that the difference between the carrying amount of the Company's investment in the subsidiary and the underlying net book value of the subsidiary, after the issuance of the shares, be recognized either as a gain or loss in the consolidated statement of operations or as a capital transaction. In these instances, it is the Company's policy to consider gains and losses arising from such issuances of shares by a subsidiary as a capital transaction; as such no gain or loss is recognized in the statement of operations.

In instances where subsidiary shares issued are redeemable, the Non-controlling interest is recorded in accordance with FASB ASC-810, at the higher of (1) the redemption value required to be paid by the Company or (2) the amount that would result from applying consolidation accounting under FASB ASC-810. Adjustments recorded by the Company in relation to the recording of these costs are recorded within additional paid-in capital.

The Company recorded non-controlling interest in conjunction with Tre Kronor Media Danmark A/S, Local Planet AB, Tre Kronor Media Göteborg AB, and Tre Kronor Media Malmö AB as of December 31, 2022, and 2021.

Income Taxes

The Company accounts for income taxes under the asset and liability method, which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements. Under this method, deferred tax assets and liabilities are determined based on the differences between the financial statements and tax basis of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in income in the period that includes the enactment date.

The Company records net deferred tax assets to the extent it believes these assets will be more likely than not to be realized. In making such determination, the Company considers all available positive and negative evidence, including scheduled reversals of deferred tax liabilities, projected future taxable income, tax planning strategies and recent financial operations. In the event the Company were to determine that it would be able to realize its deferred income tax assets in the future in excess of their net recorded amount, the Company would make an adjustment to the valuation allowance which would reduce the provision for income taxes.

Uncertain tax positions are recognized in the financial statements for positions which are considered more likely than not of being sustained based on the technical merits of the position on audit by the tax authorities. The measurement of the tax benefit recognized in the financial statements is based upon the largest amount of tax benefit that, in management's judgment, is greater than 50% likely of being realized based on a cumulative probability assessment of the possible outcomes.

Foreign Currency

The Company has determined Swedish Kronor is the functional currency of its foreign operations. Accordingly, the foreign subsidiaries income and expenses are translated into U.S. dollars ("dollars"), the reporting currency of the Company, at the average rates of exchange prevailing during the year. The assets and liabilities are translated into U.S. dollars at the rates of exchange at the balance sheet date and the related translation adjustments are included in accumulated other comprehensive income.

Stock Based Compensation

The Company accounts for stock-based awards in accordance with FASB ASC-718, *Compensation — Stock Compensation*. FASB ASC-718 requires all share-based payments, including grants of employee stock options and restricted stock, to be recognized in the Company's financial statements based on their grant date fair values and recognized over the requisite service period.

Profit (Loss) per Share

Basic net profit (loss) per share has been calculated by dividing net profit (loss) by the weighted average number of common shares outstanding during the period.

Segment Information

FASB ASC-280 *Segment Reporting, Disclosures about Segments of an Enterprise and Related Information*, establishes standards for reporting information on operating segments in interim and annual financial statements. The Company operates in one segment, which is providing advertising and media services and primarily conducts its business in Sweden. The Company's chief operating decision-maker reviews the Company's operating results on an aggregate basis and manages the Company's operations as a single operating segment.

Recent Accounting Pronouncements

There were various other updates recently issued, most of which represented technical corrections to accounting literature or application to specific industries and are not expected to have a material impact on the Company's consolidated financial position, results of operations or cash flows.

Note 3 – Equity Method Investments

Media Team Plus Scandinavia AB

On April 12, 2017, TKM acquired 40% of the shares in Media Team Plus Scandinavia AB (MTP), a joint venture together with Serviceplan International GMBH & CO. KG (a German Company). The total combined capital of MTP is SEK 50,000 (approx. \$5,652), whereof TKM has an interest of SEK 20,000 (approx. \$2,261). The objective of the joint venture is to generate synergies, provide a representative for Serviceplan’s international clients in Sweden and throughout the Nordic region, and to enable TKM to handle conflicting Swedish and Nordic clients. Operations in MTP started gradually in the winter 2017/2018.

On September 17, 2018, TKM made a conditional shareholders contribution to MTP of SEK 176,964 (approx. \$19,581) and Serviceplan International GMBH & CO. KG made a conditional shareholders contribution of SEK 265,445 (approx. \$29,365) simultaneously. The shareholders’ contributions cover the losses accumulated during the upstart phase of the entity, and each party paid their pro-rata share according to their shareholding. A value equivalent to the conditional shareholder contribution was provisioned in the fourth quarter of 2018 due to uncertainty of MTP’s ability to generate profit enabling it to repay the conditional shareholders contribution within the next three years.

On September 13, 2019, TKM made an additional conditional shareholders contribution to MTP of SEK 385,791 (approx. \$41,407) and Serviceplan International GMBH & CO. KG made a conditional shareholders contribution of SEK 578,687 (approx. \$62,110) simultaneously. Each party paid their pro-rata share according to their shareholding. The shareholders’ contributions cover the losses made during the last business year in the entity. No provision for this conditional shareholder contribution was made as MTP was expected to be able to generate profit and repay an amount equivalent to this conditional shareholder contribution within the next three years.

On December 30, 2020, TKM made an additional conditional shareholders contribution to MTP of SEK 445,210 (approx. \$48,331) and Serviceplan International GMBH & CO. KG made a conditional shareholders contribution of SEK 667,815 (approx. \$72,497) simultaneously. Each party paid their pro-rata share according to their shareholding. The shareholders’ contributions cover the losses made during the last business year in the entity. No provision for this conditional shareholder contribution was made as MTP is expected to be able to generate profit and start repaying the shareholder contributions received within the next two years.

On December 3, 2021, TKM made an additional conditional shareholders contribution to MTP of SEK 427,772 (approx. \$49,882) and Serviceplan International GMBH & CO. KG made a conditional shareholders contribution of SEK 641,659 (approx. \$74,824) simultaneously. Each party paid their pro-rata share according to their shareholding. The shareholders’ contributions cover the losses made during the last business year in the entity. No provision for this conditional shareholder contribution was made as MTP is expected to be able to generate profit and start repaying the shareholder contributions received within the next year.

On December 28, 2022, TKM made an additional conditional shareholders contribution to MTP of SEK 429,272 (approx. \$42,463) and Serviceplan International GMBH & CO. KG made a conditional shareholders contribution of SEK 643,909 (approx. \$63,694) simultaneously. Each party paid their pro-rata share according to their shareholding. The shareholders’ contributions cover the losses made during the last business year in the entity. No provision for this conditional shareholder contribution was made as MTP has grown with significant clients’ the last year and is forecasted to generate profit and start repaying the shareholder contributions received in year 2023.

The following table represents a summary of the changes in the value of the equity investment in Media Team Plus Scandinavia AB (dollars in thousands.)

	December 31, 2022	December 31, 2021
Beginning balance	\$ (9)	\$ (1)
Conditional shareholders contribution	42	50
Provision for valuation	-	-
Share of income (loss)	(26)	(46)
Currency adjustment	12	(12)
Ending balance	<u>\$ 19</u>	<u>\$ (9)</u>

Note 4 - Other intangible assets

In accordance with ASC 805, Business Combinations, the Company has identified and recognized the trade name and customer relationships in TKM as intangible assets. Based on a discounted cash flow model the fair value of the intangible assets was determined to be \$610,000 and \$220,000 respectively, both having a useful life of 5 years. As of December 31, 2015, the intangible assets were fully amortized and the net carrying amount of intangible assets related to the acquisition of TKM was \$nil.

Note 5 - Concentration of Credit Risk

Credit risk represents the loss that would be recognized if counterparties fail to completely perform as contracted.

During the year ended December 31, 2022, customers AR accounts for approximately 12% of revenue. During the year ended December 31, 2021, customer AR accounts for approximately 16% of revenue. No other customer individually represented more than 10% of revenue for any period presented.

As of December 31, 2022, customers BI, BK, BE and AZ account for approximately 17%, 16%, 11% and 11% of the Company's accounts receivables, respectively. As of December 31, 2021, customers AR and BB account for approximately 15% and 12% of the Company's accounts receivables, respectively. No other customers individually represented more than 10% of accounts receivables at the end of any period presented.

The Company's loss of these or other customers, or any decrease in sales to these or other customers, could have a material adverse effect on the Company's business, financial condition, or results of operations. The Company monitors its exposure to customers to minimize potential credit losses.

The Company maintains cash and cash equivalent balances at several financial institutions throughout its operating area, and at times may exceed insurance limits and expose the Company to credit risk. As part of its cash management process, the Company periodically reviews the relative credit standing of these financial institutions. The Company's cash and cash equivalent balances are maintained at financial institutions located in United States of America, Sweden, Denmark, Norway and Spain.

Note 6 – Non-controlling interests

For consolidated majority-owned subsidiaries in which the Company owns less than 100% of the total outstanding shares, the Company recognizes a non-controlling interest for the ownership interest of the minority holders.

Tre Kronor Media Danmark A/S

On February 11, 2013, TKM participated in the establishing of the Danish media company Tre Kronor Media Danmark A/S (TKMDK). TKMDK was established with a combined capital of Danish Kroner 500,000, (approximately \$86,200), in which TKM held a controlling interest of 80%, which is equivalent to DKK 400,000, (approximately \$69,000). On November 23, 2016, TKM acquired 5% of the shares at nominal value from Howcom AB. As of December 31, 2016, TKM had a controlling interest of 85% in TKMDK, which is equivalent to DKK 425,000 (approximately \$73,270). On January 15, 2018, the CEO and COO of TKMDK received 5% each of the issued and outstanding shares in TKMDK as part of their remuneration package. As of December 31, 2018, TKM had a controlling interest of 75% in TKMDK, which is equivalent to DKK 375,000, (approximately \$62,000). As part of a contractual review in January 2021 the Digital director of TKMDK was offered to buy 1% of the issued and outstanding shares in TKMDK from TKM at nominal value, DKK 5,000 (approximately \$830). On January 26, 2021, the Digital director concluded the acquisition. Subsequently TKM holds a controlling interest of 74% in TKMDK, which is the equivalent to DKK 370,000 (approximately \$61,170).

Local Planet AB

On May 2, 2016, TKM participated in the establishing of the Swedish media company Local Planet AB (LP). LP was established with a combined capital of SEK 50,000 (approximately \$6,000) in which TKM initially held a controlling interest of 92.4%, which was equivalent to SEK 46,200 (approximately \$5,544). On November 8, 2016, TKM sold a further 7.4% of the shares at nominal value to management. As of December 31, 2018, TKM has a controlling interest of 85% in LP, which is equivalent to SEK 42,500 (approximately \$5,100).

Tre Kronor Media Göteborg AB

On October 5, 2018, TKM established the Swedish company Tre Kronor Media Göteborg AB ("TKMGBG"), with a capital of SEK 50,000 (approximately \$5,534). On March 9, 2019, the CEO of TKMGBG received an option to buy 15% of the issued and outstanding shares in TKMGBG. The CEO called the option January 3, 2020. As of January 3, 2020, TKM has a controlling interest of 85% in TKMGBG, which is equivalent of SEK 42,500 (approximately \$4,704).

Tre Kronor Media Malmö AB

On September 30, 2020, TKM participated in establishing the Swedish company Tre Kronor Media Malmö AB ("TKMM"). TKMM was established with a combined capital of Swedish kronor 50,000 (approximately \$5,778), in which TKM holds a controlling interest of 75%, which is equivalent of to SEK 37,500 (approximately \$4,334). The entity was started together with the advertising group Bästa Kompisar and the former COO of Starcom in Malmö, who jointly hold an interest of 25% in TKMM.

The change in carrying amount of Non-controlling interest is as follows (dollars in thousands):

	As of December 31, 2022	As of December 31, 2021
Balance at beginning of period	\$ 36	\$ 5
15% shares in TKMGBG	-	-
25% shares in TKMM	-	-
1% shares in TKMDK	-	1
Profit (loss) attributable to Non-Controlling interest	44	28
Currency adjustment	-1	2
Balance at end of period	<u>\$ 79</u>	<u>\$ 36</u>

Note 7 – Equipment, net

	As of December 31, 2022	As of December 31, 2021
Equipment net, consist of the following (dollars in thousands):		
Equipment at cost carried forward	\$ 244	\$ 217
New acquisitions at cost	114	42
Disposals at cost	(57)	(15)
Equipment at cost as at 31/12	<u>\$ 301</u>	<u>\$ 244</u>
Accumulated depreciation carried forward	(197)	(181)
Accumulated depreciation disposals	53	14
Depreciation expense	(27)	(30)
Accumulated depreciation as at 31/12	<u>\$ (171)</u>	<u>\$ (197)</u>
Equipment, net	<u>\$ 130</u>	<u>\$ 47</u>

Depreciation expenses were \$26,719 and \$29,602 for the year ended December 31, 2022, and 2021 respectively.

Note 8 - Income Taxes

The Company's income tax provision consists of the following (dollars in thousands):

	December 31,	
	2022	2021
Federal:		
Current	\$ -	\$ -
Deferred	35	59
Local:		
Current	-	-
Deferred	-	-
Foreign:		
Current	(94)	(65)
Deferred	(345)	97
Change in valuation allowance	310	(156)
Income tax provision	<u>\$ (94)</u>	<u>\$ (65)</u>

For the years ended December 31, 2022 and 2021, the expected tax expense (benefit) based on the statutory rate is reconciled with actual tax expense (benefit) as follows:

	December 31,	
	2022	2021
U.S. federal statutory rate	(21.00)%	(21.00)%
Foreign tax rate differential	0.77%	(0.06)%
Other permanent differences	75.93%	34.46%
Changes in valuation allowance	(42.64)%	(22.96)%
Income tax provision (benefit)	<u>(13.06)%</u>	<u>(9.56)%</u>

For the years ended December 31, 2022 and 2021, the domestic and foreign components of income (loss) before income taxes from continuing operations are as follows:

	December 31,	
	2022	2021
Domestic	\$ (181)	\$ (168)
Foreign	881	(560)
Income (loss) from continuing operations before provision for income taxes	<u>\$ 700</u>	<u>\$ (728)</u>

As of December 31, 2022, and December 31, 2021, the Company's deferred tax assets consisted of the effects of temporary differences attributable to the following (dollars in thousands):

	December 31,	
	2022	2021
Deferred tax assets:		
Net operating loss carryover	\$ 1,725	\$ 2,034
Total deferred tax asset	1,725	2,034
Valuation allowance	\$ (1,725)	\$ (2,034)
Net deferred tax asset (liability)	<u>\$ -</u>	<u>\$ -</u>

For the years ended December 31, 2022, and December 31, 2021, the Company had approximately \$5,233,000 and \$5,052,000 of U.S. federal net operating loss carryovers ("NOLS") respectively, which begin to expire in 2029 if not utilized. For the years ended December 31, 2022, and December 31, 2021, the Company had approximately \$792,000 and \$1,037,000 of foreign net operating loss carryovers respectively, which can be carried forward indefinitely.

The US tax on earnings and profits in foreign subsidiaries for year 2017 was established in year 2018 and set-off against NOLS, cutting back the NOLS approximately \$120,000. As of December 31, 2018, NOLS of the Company was also reduced \$258,401 based on reconciliation versus IRS, variance referring to periods pre-2017. If not used, the U.S NOLS may be subject to limitation under Internal Revenue Code Section 382 should there be a

greater than 50% ownership change as determined under the regulations. The Company conducted a preliminary Section 382 analysis and determined that there was a change of ownership in the last quarter of 2011, and that the Company's NOLS are subject to an annual limitation of \$21,674. The gross amount of U.S. NOLS included in the Company's deferred tax asset for pre-change NOLS was reduced by \$2,395,644 during 2011 since these losses will expire unused due to the annual limitation. A change of ownership as defined in Section 382 will entail a limitation on the NOLS that can be utilized in any given year.

The U.S. Corporation and the other foreign entities operate in different countries, including Spain, Sweden, Denmark and Norway and are subject to taxation in each separate jurisdiction. Therefore, the Company is required to calculate and provide for income taxes, in each separate jurisdiction on a global basis. Net operating losses of the U.S. Corporation cannot be used to offset the income generated in foreign jurisdictions, if any, and net operating losses of Abrego Spain cannot be used to offset the income, if any, in any other jurisdiction nor can net operating losses of Tre Kronor Denmark (TKMDK), be used to offset the income, if any, in any other jurisdiction, nor can net operating losses of Effect Growth Media (EGM), be used to offset the income, if any, in any other jurisdiction, nor can net operating losses of Local Planet (LP), be used to offset the income, if any, in any other jurisdiction, nor can net operating losses of Tre Kronor Norway (TKMNO), be used to offset the income, if any, in any other jurisdiction, nor can net operating losses of Tre Kronor Gothenburg (TKMGBG) be used to offset the income, if any, in any other jurisdiction, nor can net operating losses of Tre Kronor Malmö (TKMM), be used to offset the income, if any, in any other jurisdiction, nor can net operating losses of Tre Kronor Media (TKM) be used to offset the income, if any, in any other jurisdiction. No provision is made for U.S. or foreign taxes on the undistributed earnings of any of the foreign subsidiaries. Earnings in the foreign subsidiaries are considered to be permanently reinvested. Such earnings have been, and will continue to be, reinvested, but could become subject to additional tax, through changes in taxation laws, if they are remitted as dividends, loaned to the Company, or if the Company sell its stock in any of the foreign subsidiaries. The U.S. tax bill signed in December 2017 has implications for US domestic corporations with foreign subsidiaries, imposing a 15.5% tax on accumulated earnings and profits in foreign subsidiaries.

The Company maintains valuation allowances where it is more likely than not that all or a portion of its deferred tax assets will not be realized. A change in the Company's valuation allowance is included in the Company's tax provision in the period of change. In determining whether a valuation allowance is warranted, the Company evaluates factors such as prior earnings history, expected future earnings, carry-back and carry-forward periods and tax strategies that could potentially enhance the likelihood of the realization of deferred tax assets. Based on this assessment, management has established a full valuation allowance. For the years ended December 31, 2022 and 2021, the change in valuation allowance was approximately \$(309,000) and \$156,000, respectively.

TKM files tax returns in Sweden, which are subject to examination by the local tax authorities for years ended December 31, 2009, through December 31, 2022. Abrego files tax returns in Spain, which are subject to examination by the local tax authorities for years ended December 31, 2010, through December 31, 2022. TKMDK files tax returns in Denmark, which are subject to examination by the local tax authorities for years ended December 31, 2013, through December 31, 2022. EGM files tax returns in Sweden, which are subject to examination by local tax authorities for years ended December 31, 2013, through December 31, 2022. LP files tax returns in Sweden, which are subject to examination by local tax authorities for the year ended December 31, 2016, through December 31, 2022. TKMNO files tax returns in Norway, which are subject to examination by local tax authorities for years ended December 31, 2018, through December 31, 2022. TKMGBG files tax returns in Sweden, which are subject to examination by local tax authorities for years ended December 31, 2018, through December 31, 2022. TKMM files tax returns in Sweden, which are subject to examination by local tax authorities for year ended December 31, 2022. United Communications Partners Inc. files federal tax returns in the United States, which are subject to examination by federal tax authorities for the years ended December 31, 2008, through December 31, 2022.

Effective January 1, 2007, the Company adopted the FASB's guidance on accounting for uncertainty in income taxes. In accordance with this guidance, interest costs and related penalties related to unrecognized tax benefits are required to be calculated, if applicable. If required, interest would be recorded as interest expense and penalties as general and administrative expense. No interest and penalties were recorded during the years ended December 31, 2022, and December 31, 2021, respectively. As of December 31, 2022, and December 31, 2021, no liability for unrecognized tax benefits was required to be reported. The Company does not expect any significant changes in its unrecognized tax benefits in the next year.

Note 9 - Accrued Liabilities

Accrued liabilities consist of the following (dollars in thousands):

	As of December 31, 2022	As of December 31, 2021
Professional fees	\$ 92	\$ 135
Accrued payroll related expenses	635	1,023
Income tax payable	78	133
Other liabilities	-	-
Total accrued liabilities	<u>\$ 805</u>	<u>\$ 1,291</u>

Note 10 - Fair Value Measurement

Valuation Hierarchy

ASC 820 establishes a valuation hierarchy for disclosure of the inputs to valuation used to measure fair value. This hierarchy prioritizes the inputs into three broad levels as follows. Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities. Level 2 inputs are quoted prices for similar assets and liabilities in active markets or inputs that are observable for the asset or liability, either directly or indirectly through market corroboration, for substantially the full term of the financial instrument. Level 3 inputs are unobservable inputs based on the Company's own assumptions used to measure assets and liabilities at fair value. A financial asset or liability's classification within the hierarchy is determined based on the lowest level input that is significant to the fair value measurement.

The following table represents the assets and liabilities carried at fair value (dollars in thousands) measured on a recurring and non-recurring basis as of December 31, 2022:

	Total Carrying Value at December 31, 2021	Fair Value Measurements at December 31, 2022		
		Quoted prices in active markets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Contingent Consideration	\$ -	\$ -	\$ -	\$ -
Goodwill	\$ 2,954	\$ -	\$ -	\$ 2,954

Goodwill is measured at fair value on a non-recurring basis using discounted cash flows and is classified within level 3 of the value hierarchy.

	December 31, 2022	December 31, 2021
Beginning balance – Contingent consideration	\$ -	\$ -
Recorded contingent consideration	-	-
Net unrealized loss on change in fair value of contingent consideration	-	-
Ending balance – Contingent consideration	<u>\$ -</u>	<u>\$ -</u>

The following table represents a summary of the changes in the fair value of goodwill measured at fair value on a non-recurring basis (dollars in thousands.)

	December 31, 2022	December 31, 2021
Beginning balance	\$ 2,954	\$ 2,954
Acquired	-	-
Impaired	-	-
Currency adjustment	-	-
Ending balance	<u>\$ 2,954</u>	<u>\$ 2,954</u>

During the year ended December 31, 2012, the Company impaired goodwill related to the Company's acquisition of TKM by \$756,000, due to decreased profit expectations for fiscal year 2012 through 2016.

Note 11 – Line of Credit – Notes payable

The Company has a floating rate line of credit facility with SEB Bank in the amount of \$1,200,000 as of December 31, 2022. Year 2022 the floating rate line of credit has been reduced by \$200,000.

The amount outstanding under this line of credit facility is \$1,060,777 as of December 31, 2022. The rate of interest payable under the line of this credit facility is presently 6,8% per annum. As of December 31, 2021, the amount outstanding under the line of credit facility was \$1,291,842.

Note 12 – Commitments and Contingencies

The Company is committed under operating leases for office space in Sweden and Denmark. In Stockholm, Sweden, the current lease expires December 31, 2027. In Gothenburg, Sweden, the lease expires December 31, 2023, and in Copenhagen, Denmark, the lease expires December 31, 2023.

Rental commitment on lease for reporting periods subsequent to December 31, 2022, is as follows (dollars in thousands):

Future commitments as of December 31, 2022	
2023	\$ 521
2024	503
2025	550
2026	597
2027	\$ 619

Rent and related expenses charged to operations was approximately \$393,710 and \$510,126 for the years ended December 2022 and 2021, respectively.

Note 13 - Capital Stock

The share capital of United Communications Partners Inc. consists of 2,000,000,000 shares of common stock (authorized) with a par value of \$0.001 per share, and 100,000,000 shares of preferred stock, with a par value of \$0.001 per share. As of December 31, 2022, no preferred shares have been issued. The board can set the terms for issuance of the preferred shares.

Each common share entitles the holder to one vote; no shares enjoy special rights.

In the period from January 3 – January 17, 2012, the Company converted an outstanding loan of \$22,000 into 91,582,492 shares of common stock.

Note 14 – Stock Based Compensation

In the first quarter of 2011 and during the years 2010 and 2009 the company issued 258,000, 1,250,000 and 3,000,000 shares of common stock respectively to eight consultants for services rendered during the period from 2009 through 2012. The total market value of the shares, on the date of signing the agreements, was \$653,740. As of December 31, 2022, there is none unrecognized compensation costs related to the issuance.

Note 15 - Related Party Transactions

Fee to the Chairman of the Board and current CEO of the Company

According to the Share Purchase Agreement with the former shareholders of Tre Kronor, the Company was committed to pay an aggregate amount of SEK 3,000,000 (\$387,000) to the president and Chairman of the Board against redemption of a portion of his shares. The Company agreed to extend the redemption of the share portion to December 31, 2013. During the year ended December 31, 2010, the Company advanced a payment of \$387,000 to him. On December 31, 2011, such advance was classified as a component of the Company's Stockholders Equity as Notes Receivable from Affiliate. During the fourth quarter of 2012, the redemption agreement was annulled, and the President and Chairman of the board settled the Note Receivable by repaying the advanced payment of \$387,000 in cash.

During the year ended December 31, 2022, the Chairman of the Board and CEO has received a fee of \$nil. During the year ended December 31, 2021, the Chairman of the Board received a fee of \$428,229. The fee was received through a company controlled by the Chairman of the Board. The fee was classified as a component of selling, general and administrative expenses.

Fee to the Secretary and Director of the Board

During the year ended December 31, 2022, the Secretary and Director of the Board has received a fee of \$nil. During the year ended December 31, 2021, the Secretary and Director of the Board received a fee of \$428,234. The fee was received through a company controlled by the Secretary and Director of the Board. The fee was classified as a component of selling, general and administrative expenses.

Note 16 – The Covid pandemic

During the twelve months ended December 31, 2022, there has not been any mandatory state infection control measures or restrictions in the markets of the Company. Business has returned to a more normal state. There has not been any significant surge of infections during this period, even if many are still being infected by new variants of the virus. The impact of Covid on the Company's business during the year 2022 is limited.

In year 2021 the Company's subsidiaries in Sweden and Denmark did not apply for or receive any grants for the effects of the Covid Pandemic. Although the Company's business continued to be negatively affected by the pandemic the impact was less severe than in the year 2020. The Company decided to focus on sales, invest in strengthening its service offerings, organization, and staffing to better meet client needs during and after the pandemic.

In year 2020 the Company's subsidiaries in Sweden and Denmark applied for and received grants from the respective states. Both countries offered companies affected by the Covid pandemic financial support to cover staff costs, provided companies applying for the contribution gave furlough to their employees part-time or full-time. Furthermore, companies in both Sweden and Denmark, were granted compensation for fixed costs, provided its net revenues – due to COVID 19 - decreased significantly compared to year 2019. In total the Company's subsidiaries in Sweden and Denmark received SEK 2,071,085 (approx. \$224,833) in state grants year 2020. The received grants were classified as a component of Net revenues in the Consolidated Statements of Operations.

Note 17 - Subsequent Events

Management has evaluated all subsequent events to determine if events or transactions occurring through April 15, 2023, the date these financial statements were available to be issued, require potential adjustments to or disclosure in the consolidated financial statements. It has concluded that there is no subsequent events that have occurred that require further recognition in the consolidated financial statements or disclosure in the notes to the consolidated financial statements.

UNITED COMMUNICATIONS PARTNERS INC
625 Broadway, New York, NY10012, USA

Certifications

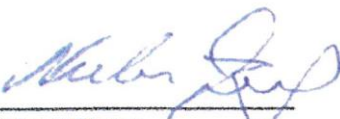
We, Niclas Fröberg, Lars Bönnelyche, Kenneth Rosenthal and Åke Hegethorn, certify that:

1. We have reviewed this financial statement of United Communications Partners Inc.
2. Based on our knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statement made, in light of circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement.
3. Based on our knowledge, the financial statements and other financial information included or incorporated by reference in this disclosure statement, fairly presents in all material respects the financial condition, results of operations and cash flows of the issuer as of and for, the periods presented in this disclosure statement.

Date: April 15, 2023.

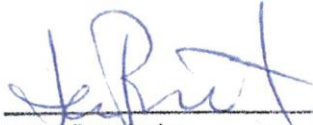
UNITED COMMUNICATIONS PARTNERS INC.

/s/Niclas Fröberg



Niclas Fröberg

/s/ Lars Bönnelyche




Lars Bönnelyche

/s/ Åke Hegethorn



Åke Hegethorn

/s/ Kenneth Rosenthal



Kenneth Rosenthal