

Erria A/S

Torvet 21, 1. sal, DK-4600 Køge

Annual Report for 1 January – 31 December 2021

CVR No 15 30 05 74

The Annual Report was
presented and adopted at
the Annual General
Meeting of the Company on
7 / 4 2022

Søren Storgaard
Chairman of the General
Meeting

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Management's Statement

The Executive Board and Board of Directors have today considered and adopted the Annual Report of Erria A/S for the financial year 1 January - 31 December 2021.

The Annual Report is prepared in accordance with the Danish Financial Statements Act.

In our opinion the Financial Statements and the Consolidated Financial Statements give a true and fair view of the financial position at 31 December 2021 of the Company and the Group and of the results of the Company and Group operations and of consolidated cash flows for 2021.

In our opinion, Management's Review includes a true and fair account of the matters addressed in the Review.

We recommend that the Annual Report be adopted at the Annual General Meeting.

Køge, 17 March 2022

Executive Board

Henrik Normann Andersen
Executive Officer

Board of Directors

Søren Storgaard
Chairman

Peter Kristian Ellegaard
Deputy Chairman

Kristian Svarrer

Independent Auditor's Report

To the Shareholders of Erria A/S

Opinion

In our opinion, the Consolidated Financial Statements and the Parent Company Financial Statements give a true and fair view of the financial position of the Group and the Parent Company at 31 December 2021 and of the results of the Group's and the Parent Company's operations for the financial year 1 January - 31 December 2021 in accordance with the Danish Financial Statements Act.

We have audited the Consolidated Financial Statements and the Parent Company Financial Statements of Erria A/S for the financial year 1 January - 31 December 2021, which comprise income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies, for both the Group and the Parent Company ("the Financial Statements").

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and the additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the *Auditor's Responsibilities for the Audit of the 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 (IESBA Code) and the additional ethical requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Matter

The Group has described capital resources and going concern in note 1. We refer to the description in note 1.

Statement on Management's Review

Management is responsible for Management's Review.

Our opinion on the financial statements does not cover Management's Review, and we do not express any form of assurance conclusion thereon.

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

Independent Auditor's Report

Moreover, it is our responsibility to consider whether Management's Review provides the information required under the Danish Financials Statements Act.

Based on the work we have performed, in our view, Management's Review is in accordance with the Consolidated Financial Statements and the Parent Company Financial Statements and has been prepared in accordance with the requirements of the Danish Financial Statement Act. We did not identify any material misstatement in Management's Review.

Management's responsibilities for the Financial Statements

Management is responsible for the preparation of consolidated financial statements and parent company financial statements that give a true and fair view in accordance with the Danish Financial Statements Act, and for such internal control as Management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark 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 financial statements.

As part of an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

Independent Auditor's Report

- 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 Company's and 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 in preparing the Financial Statements 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 and the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and contents of the Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that gives a true and fair view.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Hellerup, 17 March 2022

PricewaterhouseCoopers

Statsautoriseret Revisionspartnerselskab

CVR No 33 77 12 31

Morten Jørgensen

statsautoriseret revisor

mne32806

Company Information

The Company

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Website: www.erria.dk

CVR No: 15 30 05 74

Financial period: 1 January - 31 December

Municipality of reg. office: Køge

Board of Directors

Søren Storgaard, Chairman
Peter Kristian Ellegaard
Kristian Svarrer

Executive Board

Henrik Normann Andersen

Auditors

PricewaterhouseCoopers
Statsautoriseret Revisionspartnerselskab
Strandvejen 44
DK-2900 Hellerup

Management's Review

Key activities

The Group's purpose is to operate shipping companies, including technical management as well as trading and financing in Denmark and abroad, as well as holding shares in other companies.

Development in the year

The income statement of the Group for 2021 shows a profit of kDKK 1,003, and at 31 December 2021 the balance sheet of the Group shows negative equity of kDKK 11,748.

The past year and follow-up on development expectations from last year

The Group's revenue amounted to DKK 59.1 million in 2021 compared to a revenue of 55.5 million in 2020.

The increase in revenue is due to higher activity in the Offshore Personnel Specialist segment which continues to develop positively together with Erria Container Services which experienced a 15 percent growth in the container marked compared to the same period the year before.

Erria realized an EBITDA of DKK 1.8 million compared to DKK 0.1 million in 2020. The overall result for the year was in line with the company's expectations.

Capital resources

For information on the group's and parent company's capital resources, we refer to note 1.

Targets and expectations for the year ahead

Vietnam's container marked maintained a double-digit growth rate of 15 percent compared to the same period the year before and ECS is expected to continue its growth based on the high activity which is expected to continue for years.

The Marine Warranty Survey (MWS) continues to develop positively and with the increasing activity MWS is expected to result in more customers and tasks during 2022.

The Offshore Personnel Specialist segment (OPS) continues to develop positively. The Group's 2022 focus is on growth opportunities and earnings are expected to increase as a result of the growing offshore cable industry.

Management's Review

In December 2021 Erria acquired Mermaid Maritime Vietnam a professional safety service provider to the marine and offshore industries in Vietnam since 2004 and Erria expect to be able to grow its activities and not least to expand into offshore wind. Mermaid has recently signed a service contract with Vestas.

The acquisition of Cathay Seal is expected to take place 7th of April 2022 and will contribute to Erria's further expansion in Asia. Through a combination of our diverse professional experience within the container shipping industry, our European presence and the Erria commercial network, our objective is to expand the Cathay Seal presence in current and new markets.

For the financial year 2022, the Group expects the total consolidated revenue to be DKK 90-100 million and operating profit (EBITDA) DKK 2-4 million. Cathay Seals is expected to make a positive contribution to the Group's result of approximately DKK 1 million, provided that its acquisition is approved at Erria's Annual General Meeting on 7 April 2022.

External environment

As far as the activities in Denmark are concerned, there are no significant environmental impacts. In ECS, there is an ongoing focus on safety, working environment and waste management and the company is a leader within the industry in Vietnam.

Subsequent events

No events materially affecting the assessment of the Annual Report have occurred after the balance sheet date.

Income Statement 1 January - 31 December

Note	Group		Parent	
	2021 DKK'000	2020 DKK'000	2021 DKK'000	2020 DKK'000
Revenue	59.076	55.457	22.408	20.425
Other operating income	25	782	0	433
Cost of sales	-19.578	-20.758	-1.355	-1.615
Other external expenses	-10.083	-9.682	-2.055	-2.157
Gross profit/loss	29.440	25.799	18.998	17.086
Staff expenses	2	-27.587	-25.705	-18.589
Other operating expenses	-68	0	0	0
Profit/loss before depreciations and amortisations (EBITDA)	1.785	94	409	559
Depreciation and amortisation of intangible assets and property, plant and equipment	-605	-586	-36	-31
Profit/loss before financial income and expenses	1.180	-492	373	528
Income from investments in subsidiaries	0	0	0	350
Financial income	192	162	82	42
Financial expenses	-352	-400	-270	-309
Profit/loss before tax	1.020	-730	185	611
Tax on profit/loss for the year	-17	39	0	0
Net profit/loss for the year	1.003	-691	185	611

Distribution of profit

Proposed distribution of profit

Retained earnings	1.003	-691	185	611
	1.003	-691	185	611

Balance Sheet 31 December

Assets

	Note	Group		Parent	
		2021 DKK'000	2020 DKK'000	2021 DKK'000	2020 DKK'000
Goodwill		798	824	0	0
Intangible assets		798	824	0	0
Other fixtures and fittings, tools and equipment		992	1.284	0	30
Leasehold improvements		0	66	0	66
Property, plant and equipment		992	1.350	0	96
Investments in subsidiaries	3	0	0	7.794	7.138
Receivables from group enterprises		0	0	2.205	2.000
Fixed asset investments		0	0	9.999	9.138
Fixed assets		1.790	2.174	9.999	9.234
Inventories		4.700	3.367	0	0
Trade receivables		11.782	7.144	2.338	2.764
Receivables from group enterprises		0	0	0	205
Other receivables		1.566	478	52	104
Prepayments		1.635	1.507	0	120
Receivables		14.983	9.129	2.390	3.193
Cash at bank and in hand		5.158	2.282	48	212
Currents assets		24.841	14.778	2.438	3.405
Assets		26.631	16.952	12.437	12.639

Balance Sheet 31 December

Liabilities and equity

	Note	Group		Parent	
		2021 DKK'000	2020 DKK'000	2021 DKK'000	2020 DKK'000
Share capital		9.242	9.242	9.242	9.242
Retained earnings		-20.990	-22.666	-19.239	-19.424
Equity		-11.748	-13.424	-9.997	-10.182
Credit institutions		3.787	3.750	3.787	3.750
Convertible and profit-yielding instruments of debt		1.482	1.491	1.482	1.491
Long-term debt	4	5.269	5.241	5.269	5.241
Credit institutions	4	13.519	12.829	13.519	12.829
Trade payables		10.686	8.757	1.763	1.878
Other payables		8.905	3.549	1.883	2.873
Short-term debt		33.110	25.135	17.165	17.580
Debt		38.379	30.376	22.434	22.821
Liabilities and equity		26.631	16.952	12.437	12.639
Capital resources and going concern	1				
Contingent assets, liabilities and other financial obligations	5				
Accounting Policies	6				

Statement of Changes in Equity

Group

	Share capital	Retained earnings	Total
	DKK'000	DKK'000	DKK'000
Equity at 1 January	9.242	-22.666	-13.424
Exchange adjustments	0	673	673
Net profit/loss for the year	0	1.003	1.003
Equity at 31 December	9.242	-20.990	-11.748

Parent

	Share capital	Retained earnings	Total
	DKK'000	DKK'000	DKK'000
Equity at 1 January	9.242	-19.424	-10.182
Net profit/loss for the year	0	185	185
Equity at 31 December	9.242	-19.239	-9.997

Notes to the Financial Statements

1 Capital resources and going concern

The group has a negative equity of DKK 11.7 million and an interest-bearing debt that amounts to DKK 18.8 million at 31 December 2021 of which DKK 13.5 million is short-term debt and DKK 5.3 million is long-term debt.

The group has prepared a monthly budget for 2022 based on current customers and the existing business activities which shows a net profit of DKK 2.2 million for the group and DKK 0.0 million for the parent company.

The group's primary credit institution has confirmed that they will maintain the existing credit facilities up to and including 31 December 2022 on the assumption that concluded/existing agreements are met, including the company's budget for 2022 etc. Further, the group's primary credit institution has indicated that they are positive about temporary short-term expansions of the group's credit facilities of up to DKK 1.0 million around monthend closings, provided that the monthly 2022-budget is met.

Based on the informations from the group's primary credit institution, management has assessed the liquidity and concluded that no material uncertainty exists which may cast significant doubt on the Company's ability to continue as a going concern in 2022.

The group has a negative equity of DKK 11.7 million at 31 December 2021. Management has ongoing discussions with the group's primary credit institution regarding new activities or potential sale of assets which can ensure a reestablishment of the group's equity over a period of time.

2 Staff expenses

	Group		Parent	
	2021 DKK'000	2020 DKK'000	2021 DKK'000	2020 DKK'000
Wages and salaries	24.765	22.365	18.104	15.765
Pensions	1.139	1.429	375	646
Other social security expenses	56	56	56	56
Other staff expenses	1.627	1.855	54	60
	27.587	25.705	18.589	16.527
Including remuneration to the Executive Board and Board of Directors of:				
Executive Board	1.645	1.602	1.645	1.602
Supervisory Board	50	120	50	120
	1.695	1.722	1.695	1.722
Average number of employees	175	176	20	17

Notes to the Financial Statements

	Group		Parent	
	2021 DKK'000	2020 DKK'000	2021 DKK'000	2020 DKK'000
3 Investments in subsidiaries				
Cost at 1 January			7.138	7.138
Addition			656	0
Carrying amount at 31 December			7.794	7.138

Investments in subsidiaries are specified as follows:

Name	Place of registered office	Votes and ownership
Erria Container Services Ltd. Liability Company	Vietnam	100%
Mermaid Maritime Vietnam Company Ltd.	Vietnam	100%

4 Long-term debt

Payments due within 1 year are recognised in short-term debt. Other debt is recognised in long-term debt.

The debt falls due for payment as specified below:

	Group		Parent	
	2021 DKK'000	2020 DKK'000	2021 DKK'000	2020 DKK'000
Credit institutions				
Between 1 and 5 years	3.787	3.750	3.787	3.750
Long-term part	3.787	3.750	3.787	3.750
Other short-term debt to credit institutions	13.519	12.829	13.519	12.829
	17.306	16.579	17.306	16.579
Convertible and profit-yielding instruments of debt				
Between 1 and 5 years	1.482	1.491	1.482	1.491
Long-term part	1.482	1.491	1.482	1.491
Within 1 year	0	0	0	0
	1.482	1.491	1.482	1.491

Notes to the Financial Statements

Group		Parent	
2021	2020	2021	2020
DKK'000	DKK'000	DKK'000	DKK'000

5 Contingent assets, liabilities and other financial obligations

Charges and security

The following assets have been placed as security with bankers:

The company has placed fixed assets investments as security for debt to credit institutions

9.999	9.138
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Rental and lease obligations

Between 1 and 5 years	2.416	3.839	0	0
Long-term part	2.416	3.839	0	0
Within 1 year	3.175	2.924	129	129
	5.591	6.763	129	129

Notes to the Financial Statements

6 Accounting Policies

The Annual Report of Erria A/S for 2021 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class B.

The accounting policies applied remain unchanged from last year.

The Consolidated and Parent Company Financial Statements for 2021 are presented in kDKK.

Recognition and measurement

Revenues are recognised in the income statement as earned. Furthermore, value adjustments of financial assets and liabilities measured at fair value or amortised cost are recognised. Moreover, all expenses incurred to achieve the earnings for the year are recognised in the income statement, including depreciation, amortisation, impairment losses and provisions as well as reversals due to changed accounting estimates of amounts that have previously been recognised in the income statement.

Assets are recognised in the balance sheet when it is probable that future economic benefits attributable to the asset will flow to the Company, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when it is probable that future economic benefits will flow out of the Company, and the value of the liability can be measured reliably.

Assets and liabilities are initially measured at cost. Subsequently, assets and liabilities are measured as described for each item below.

Basis of consolidation

The Consolidated Financial Statements comprise the Parent Company, Erria A/S, and subsidiaries in which the Parent Company directly or indirectly holds more than 50% of the votes or in which the Parent Company, through share ownership or otherwise, exercises control. Enterprises in which the Group holds between 20% and 50% of the votes and exercises significant influence but not control are classified as associates.

On consolidation, items of a uniform nature are combined. Elimination is made of intercompany income and expenses, shareholdings, dividends and accounts as well as of realised and unrealised profits and losses on transactions between the consolidated enterprises.

The Parent Company's investments in the consolidated subsidiaries are set off against the Parent Company's share of the net asset value of subsidiaries stated at the time of consolidation.

Notes to the Financial Statements

6 Accounting Policies (continued)

Leases

All leases are considered operating leases. Payments made under operating leases are recognised in the income statement on a straight-line basis over the lease term.

Translation policies

Transactions in foreign currencies are translated at the exchange rates at the dates of transaction. Exchange differences arising due to differences between the transaction date rates and the rates at the dates of payment are recognised in financial income and expenses in the income statement. Where foreign exchange transactions are considered hedging of future cash flows, the value adjustments are recognised directly in equity.

Receivables, payables and other monetary items in foreign currencies that have not been settled at the balance sheet date are translated at the exchange rates at the balance sheet date. Any differences between the exchange rates at the balance sheet date and the rates at the time when the receivable or the debt arose are recognised in financial income and expenses in the income statement.

Fixed assets acquired in foreign currencies are measured at the transaction date rates.

Income Statement

Revenue

Revenue from the sale of services and goods are recognised when the risks and rewards relating to the goods sold and services delivered have been transferred to the purchaser, the revenue can be measured reliably and it is probable that the economic benefits relating to the sale will flow to the Group.

Revenue is measured at the consideration received and is recognised exclusive of VAT and net of discounts relating to sales.

Cost of sales

Cost of sales comprise the raw materials and consumables consumed to achieve revenue for the year.

Other external expenses

Other external expenses comprise indirect production costs and expenses for premises, sales and distribution as well as office expenses, etc.

Notes to the Financial Statements

6 Accounting Policies (continued)

Staff expenses

Staff expenses comprise wages and salaries as well as payroll expenses other than production wages.

Amortisation, depreciation and impairment losses

Amortisation, depreciation and impairment losses comprise amortisation, depreciation and impairment of intangible assets and property, plant and equipment.

Other operating income and expenses

Other operating income and other operating expenses comprise items of a secondary nature to the main activities of the Company, including gains and losses on the sale of intangible assets and property, plant and equipment.

Income from investments in subsidiaries

Dividends from subsidiaries are recognised as income in the income statement when adopted at the General Meeting of the subsidiary. However, dividends relating to earnings in the subsidiary before it was acquired by the Parent Company are set off against the cost of the subsidiary.

Financial income and expenses

Financial income and expenses are recognised in the income statement at the amounts relating to the financial year.

Tax on profit/loss for the year

Tax for the year consists of current tax for the year and changes in deferred tax for the year. The tax attributable to the profit for the year is recognised in the income statement, whereas the tax attributable to equity transactions is recognised directly in equity.

Notes to the Financial Statements

6 Accounting Policies (continued)

Balance Sheet

Intangible assets

Goodwill acquired is measured at cost less accumulated amortisation. Goodwill is amortised on a straight-line basis over its useful life, which is assessed at 10 years based on management's experience within the business area. Goodwill is amortized over the estimated useful life of the investment in the subsidiary based on the business case that was determined at the time of the acquisition.

Property, plant and equipment

Property, plant and equipment are measured at cost less accumulated depreciation and less any accumulated impairment losses.

Cost comprises the cost of acquisition and expenses directly related to the acquisition up until the time when the asset is ready for use.

Depreciation based on cost reduced by any residual value is calculated on a straight-line basis over the expected useful lives of the assets, which are:

Other fixtures and fittings, tools and equipment	4-10 years
Leasehold improvements	3-10 years

Depreciation period and residual value are reassessed annually.

Impairment of fixed assets

The carrying amounts of intangible assets and property, plant and equipment are reviewed on an annual basis to determine whether there is any indication of impairment other than that expressed by amortization and depreciation.

If so, the asset is written down to its lower recoverable amount.

Investments in subsidiaries

Investments in subsidiaries are measured at cost. Where cost exceeds the recoverable amount, writedown is made to this lower value.

Notes to the Financial Statements

6 Accounting Policies (continued)

Inventories

Inventories are measured at the lower of cost under the FIFO method and net realisable value.

The net realisable value of inventories is calculated at the amount expected to be generated by sale of the inventories in the process of normal operations with deduction of selling expenses. The net realizable value is determined allowing for marketability, obsolescence and development in expected selling price.

The cost of raw materials and consumables equals landed cost.

Receivables

Receivables are measured in the balance sheet at the lower of amortised cost and net realisable value, which corresponds to nominal value less provisions for bad debts.

Prepayments

Prepayments comprise prepaid expenses concerning rent, insurance premiums, subscriptions and interest.

Deferred tax assets and liabilities

Deferred income tax is measured using the balance sheet liability method in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes on the basis of the intended use of the asset and settlement of the liability, respectively.

Deferred tax assets are measured at the value at which the asset is expected to be realised, either by elimination in tax on future earnings or by set-off against deferred tax liabilities within the same legal tax entity.

Deferred tax is measured on the basis of the tax rules and tax rates that will be effective under the legislation at the balance sheet date when the deferred tax is expected to crystallise as current tax. Any changes in deferred tax due to changes to tax rates are recognised in the income statement or in equity if the deferred tax relates to items recognised in equity.

Current tax receivables and liabilities

Current tax liabilities and receivables are recognised in the balance sheet as the expected taxable income for the year adjusted for tax on taxable incomes for prior years and tax paid on account. Extra payments and repayment under the on-account taxation scheme are recognised in the income statement in financial income and expenses.

Notes to the Financial Statements

6 Accounting Policies (continued)

Financial debts

Loans, such as loans from credit institutions, are recognised initially at the proceeds received net of transaction expenses incurred. Subsequently, the loans are measured at amortised cost; the difference between the proceeds and the nominal value is recognised as an interest expense in the income statement over the loan period.

Other debts are measured at amortised cost, substantially corresponding to nominal value.

Deferred income

Deferred income comprises payments received in respect of income in subsequent years.