

# **RelyOn Nutec Holding A/S**

Kalvebod Brygge 45 3, 1560 København V

CVR no. 19 95 13 83

## **Annual report for 01.01.21 - 31.12.21**

Årsrapporten er godkendt på den  
ordinære generalforsamling, d. 30.06.22

Birgitte Poulsen  
Dirigent

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**The company**

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RelyOn Nutec Holding A/S  
Kalvebod Brygge 45 3  
1560 København V

Tel.: 76 12 13 14  
Registered office: Copenhagen  
CVR no.: 19 95 13 83  
Financial year: 01.01 - 31.12

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**Executive Board**

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Torben Harring

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**Board of Directors**

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Jakob Bo Thomasen  
Henrik Bonnerup  
Jesper Teddy Lok  
Jan Damsgaard  
Merete Søby

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**Auditors**

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PricewaterhouseCoopers  
Statsautoriseret Revisionspartnerselskab  
Strandvejen 44  
DK-2900 Hellerup

## Statement by the Executive Board and Board of Directors on the annual report

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We have on this day presented the annual report for the financial year 01.01.21 - 31.12.21 for RelyOn Nutec Holding A/S.

The annual report is presented in accordance with the Danish Financial Statements Act (Årsregnskabsloven).

In our opinion, the financial statements give a true and fair view of the company's assets, liabilities and financial position as at 31.12.21 and of the results of the company's activities for the financial year 01.01.21 - 31.12.21.

The annual report is submitted for adoption by the general meeting.

Copenhagen, June 30, 2022

### **Executive Board**

Torben Harring

### **Board of Directors**

Jakob Bo Thomasen  
Chairman

Henrik Bonnerup

Jesper Teddy Lok

Jan Damsgaard

Merete Søby

**To the Shareholder of RelyOn Nutec Holding A/S**

**Opinion**

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

We have audited the Financial Statements of RelyOn Nutec Holding 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 ("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 Company 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.

**Management's responsibility for the financial statements**

Management is responsible for the preparation of 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 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 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.
- 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 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 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 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.

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, June 30, 2022

**PricewaterhouseCoopers**

Statsautoriseret Revisionspartnerselskab  
CVR no. 33 77 12 31

Allan Knudsen  
State Authorized Public Accountant  
MNE-no. mne29465

Frederik Tvedeskov Jantzen  
State Authorized Public Accountant  
MNE-no. mne47815

## Income statement

Note	2021 DKK '000	2020 DKK '000
	<b>5,930</b>	<b>8,894</b>
3 Staff costs	-16,790	-15,735
Depreciation, amortisation and impairments losses of intangible assets and property, plant and equipment	-3,585	-3,857
	<b>-14,445</b>	<b>-10,698</b>
4 Income from equity investments in group enterprises	6,787	1,654
5 Financial income	47,540	38,084
6 Financial expenses	-17,586	-56,172
	<b>22,296</b>	<b>-27,132</b>
Tax on profit or loss for the year	-39	-2,501
	<b>22,257</b>	<b>-29,633</b>
<b>Proposed appropriation account</b>		
Retained earnings	22,257	-29,633
	<b>22,257</b>	<b>-29,633</b>



<b>ASSETS</b>		31.12.21	31.12.20
Note		DKK '000	DKK '000
	Completed development projects	274	365
	Acquired rights	5,588	8,668
	Development projects in progress	2,681	0
<b>7</b>	<b>Total intangible assets</b>	<b>8,543</b>	<b>9,033</b>
	Leasehold improvements	656	958
	Other fixtures and fittings, tools and equipment	19	2,601
<b>8</b>	<b>Total property, plant and equipment</b>	<b>675</b>	<b>3,559</b>
<b>9</b>	Equity investments in group enterprises	318,593	318,593
	Receivables from group enterprises	567,462	495,735
<b>9</b>	Other investments	1,866	1,866
	Other receivables	2,316	1,284
	<b>Total financial fixed assets</b>	<b>890,237</b>	<b>817,478</b>
	<b>Total non-current assets</b>	<b>899,455</b>	<b>830,070</b>
	Trade receivables	445	2
	Receivables from group enterprises	90,367	77,914
	Other receivables	3,492	4,701
	<b>Total receivables</b>	<b>94,304</b>	<b>82,617</b>
	<b>Cash</b>	<b>29</b>	<b>27</b>
	<b>Total current assets</b>	<b>94,333</b>	<b>82,644</b>
	<b>Total assets</b>	<b>993,788</b>	<b>912,714</b>

<b>EQUITY AND LIABILITIES</b>		31.12.21	31.12.20
		DKK '000	DKK '000
Note			
	Share capital	50,142	50,142
	Reserve for development costs	2,305	0
	Retained earnings	603,113	583,161
	<b>Total equity</b>	<b>655,560</b>	<b>633,303</b>
10	Payables to credit institutions	39,785	0
10	Payables to group enterprises	238,855	205,118
10	Other payables	1,068	1,108
	<b>Total long-term payables</b>	<b>279,708</b>	<b>206,226</b>
10	Payables to group enterprises	15,944	16,211
	Payables to credit institutions	25,292	45,398
	Trade payables	7,842	2,940
	Other payables	9,442	8,636
	<b>Total short-term payables</b>	<b>58,520</b>	<b>73,185</b>
	<b>Total payables</b>	<b>338,228</b>	<b>279,411</b>
	<b>Total equity and liabilities</b>	<b>993,788</b>	<b>912,714</b>

- 1 Subsequent events
- 2 Primary activities
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## Statement of changes in equity

Figures in DKK '000	Share capital	Reserve for develop- ment costs	Retained earnings	Total equity
Statement of changes in equity for 01.01.20 - 31.12.20				
Balance as at 01.01.20	50,142	0	612,794	662,936
Net profit/loss for the year	0	0	-29,633	-29,633
Balance as at 31.12.20	50,142	0	583,161	633,303
Statement of changes in equity for 01.01.21 - 31.12.21				
Balance as at 01.01.21	50,142	0	583,161	633,303
Transfers to/from other reserves	0	2,305	-2,305	0
Net profit/loss for the year	0	0	22,257	22,257
Balance as at 31.12.21	50,142	2,305	603,113	655,560

### 1. Subsequent events

No important events have occurred after the end of the financial year.

### 2. Primary activities

The purpose of the Company is directly - or indirectly by holding shares or other forms of equity investments in domestic and foreign companies - to engage in theoretical training and practical training in fire, rescue, security, offshore and related areas, as well as directly and / or indirectly through partners in Denmark and abroad to participate in another company which, in the opinion of the Board of Directors, is in connection with the above-mentioned purpose.

	2021	2020
	DKK '000	DKK '000
<hr/>		
<b>3. Staff costs</b>		
Wages and salaries	15,441	14,207
Pensions	1,217	1,456
Other social security costs	61	65
Other staff costs	71	7
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Total	16,790	15,735
<hr/>		
Average number of employees during the year	19	19
<hr/>		

	2021	2020
	DKK '000	DKK '000

#### 4. Income from equity investments in group enterprises

Dividend, group enterprises	6,787	1,654
Total	6,787	1,654

#### 5. Financial income

Interest, group enterprises	15,674	18,181
Other financial income	745	33
Exchange rate adjustments	31,121	19,870
Total	47,540	38,084

#### 6. Financial expenses

Interest, group enterprises	4,012	2,752
Other financial expenses	5,169	2,189
Exchange rate adjustments	8,405	51,231
Total	17,586	56,172

**7. Intangible assets**

Figures in DKK '000	Completed development projects	Acquired rights	Development projects in progress
Cost as at 01.01.21	449	29,192	0
Additions during the year	0	100	2,681
Cost as at 31.12.21	449	29,292	2,681
Amortisation and impairment losses as at 01.01.21	-84	-20,524	0
Amortisation during the year	-91	-3,180	0
Amortisation and impairment losses as at 31.12.21	-175	-23,704	0
Carrying amount as at 31.12.21	274	5,588	2,681

Development projects are related to the integration of the Area9 platform. The project is progressing as planned and is expected to be completed in 2022. The Area9 platform will enable RelyOn Nutec to offer adaptive learning, which is expected to give the Company a competitive advantage over traditional e-learning courses.

**8. Property, plant and equipment**

Figures in DKK '000	Leasehold improvements	Other fixtures and fittings, tools and equipment
Cost as at 01.01.21	1,334	10,903
Disposals during the year	0	-2,570
Cost as at 31.12.21	1,334	8,333
Depreciation and impairment losses as at 01.01.21	-376	-8,302
Depreciation during the year	-302	-12
Depreciation and impairment losses as at 31.12.21	-678	-8,314
Carrying amount as at 31.12.21	656	19

## 9. Equity investments in group enterprises

Figures in DKK '000	Equity invest- ments in group enterprises	Other invest- ments
Cost as at 01.01.21	618,593	1,866
Cost as at 31.12.21	618,593	1,866
Depreciation and impairment losses as at 01.01.21	-300,000	0
Depreciation and impairment losses as at 31.12.21	-300,000	0
Carrying amount as at 31.12.21	318,593	1,866
Name and registered office:		Ownership interest
Subsidiaries:		
RelyOn Nutec Belgium BVBA, Belgium		100%
RelyOn Nutec Brasil Participacoes Ltda, Brazil		100%
RelyOn Nutec Denmark A/S, Denmark		100%
RelyOn Nutec Digital A/S, Denmark		100%
RelyOn Nutec Holding de México, S.A. de C.V., Mexico		100%
RelyOn Nutec (Safety Training & Services) LLC *, Qatar		49%
RelyOn Nutec Thailand Holding Ltd., Thailand		100%
RelyOn Nutec Safety Services LLC *, UAE		49%
Aberdeen Drilling School Ltd, United Kingdom		100%
RelyOn Nutec USA Holdings, LLC, USA		100%

\*RelyOn Nutec (Safety Training & Services) LLC and RelyOn Nutec Safety Services LLC are classified as subsidiaries as the Company exercises controlling influence.



**10. Long-term payables**

Figures in DKK '000	Repayment first year	Outstanding debt after 5 years	Total payables at 31.12.21	Total payables at 31.12.20
Payables to credit institutions	0	0	39,785	0
Payables to group enterprises	15,944	0	254,799	221,329
Other payables	0	0	1,068	1,108
<b>Total</b>	<b>15,944</b>	<b>0</b>	<b>295,652</b>	<b>222,437</b>

**11. Contingent liabilities***Other contingent liabilities*

The group companies are jointly and severally liable for tax on the jointly taxed incomes etc. of the Group. The total amount of corporation tax payable is disclosed in the Annual Report of P-RelyOn Nutec 2018 A/S, which is the management company of the joint taxation purposes. Moreover, the group companies are jointly and severally liable for Danish withholding taxes by way of dividend tax, tax on royalty payments and tax on unearned income. Any subsequent adjustments of corporation taxes and withholding taxes may increase the Company's liability.

The Company has issued guarantees and comfort letters for the obligations of its subsidiaries.

The Company is currently involved in pending litigations, claims and investigations arising out of the normal course of business. Management does not expect any pending claims or investigations to have a material impact on the Groups financial position, operating profit or cash flows.

## 12. Charges and security

Shares in subsidiaries, with a carrying value of DKK 319 million, have been pledged as security in connection with the bond financing in the parent company BidCo RelyOn Nutec A/S and the credit institutions in the company.

Bank deposits amounting to DKK 0.3 million have been pledged as security in connection with a bank guarantee issued to one of the Company's subsidiaries.

## 13. Related parties

Controlling influence	Basis of influence
BidCo RelyOn Nutec A/S	Immediate Parent

## Transactions

Transactions with related parties have been carried out on arm's length terms.

## Consolidated Financial Statements

The company is included in the consolidated report for the parent company: BidCo RelyOn Nutec A/S, Copenhagen V.

The Group Annual Report of BidCo RelyOn Nutec A/S may be obtained at the following address:

BidCo RelyOn Nutec A/S  
Kalvebod Brygge 45,3.  
DK-1560 Copenhagen V

## 14. Accounting policies

### GENERAL

The Annual Report of RelyOn Nutec Holding 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 as well as selected rules applying to reporting class C.

The accounting policies applied remain unchanged from last year.

The Financial Statements for 2021 are presented in TDKK.

With reference to section 112 of the Danish Financial Statements Act and to the consolidated financial statements of BidCo RelyOn Nutec A/S, the Company has not prepared consolidated financial statements.

### Basis of 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.

### CURRENCY

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.

**14. Accounting policies** - continued -

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****Gross result**

With reference to section 32 of the Danish Financial Statements Act, gross profit/loss is calculated as a summary of revenue and other external expenses.

**Revenue**

Revenue from sale is recognised when the risks and rewards relating is 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 Company.

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

**Other external expenses**

Other external expenses comprise expenses for premises, consultants, office expenses, etc.

**Staff costs**

Staff expenses comprise wages and salaries as well as payroll expenses.

**Amortisation, depreciation and impairment losses**

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

**14. Accounting policies** - continued -**Income from equity investments in group enterprises**

Dividends from equity investments measured at cost are recognised as income in the financial year in which the dividend is declared.

**Other net financials**

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.

**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.

The Company is jointly taxed with Danish group enterprises. The tax effect of the joint taxation is allocated to enterprises in proportion to their taxable incomes.

**BALANCE SHEET****Intangible assets***Completed development projects and development projects in progress*

Development projects are recognised in the balance sheet where the project aims at developing a specific product or a specific process, intended to be produced or used, respectively, by the company in its production process. On initial recognition, development projects are measured at cost. Cost comprises the purchase price plus expenses resulting directly from the purchase, including wages and salaries directly attributable to the development projects until the asset is ready for use. Interest on loans arranged to finance development projects in the development period is not included in the cost. Other development projects and development costs are recognised in the income statement in the year in which they are incurred.

**14. Accounting policies** - continued -

Development projects in progress are transferred to completed development projects when the asset is ready for use.

Development projects are subsequently measured in the balance sheet at cost less accumulated amortisation and impairment losses.

Completed development projects are amortised using the straight-line method based on useful lives, which are stated in the 'Amortisation, depreciation and impairment losses' section.

Patents and licences are measured at the lower of cost less accumulated amortisation and recoverable amount. Patents are amortised over the remaining patent period, and licences are amortised over the licence period; however not exceeding 3-5 years.

**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.

Interest expenses on loans raised directly for financing the construction of property, plant and equipment are recognised in cost over the period of construction. All indirectly attributable borrowing expenses are recognised in the income statement.

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	3-10 years
Leasehold improvements	5 years

Depreciation period and residual value are reassessed annually.

**Equity investments in group enterprises**

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

**14. Accounting policies** - continued -**Impairment losses on 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 amortisation and depreciation.

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

**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.

**Other investments**

Equity investments that are not classified as group enterprises, associates or participating interests and which are not traded in an active market are measured in the balance sheet at cost.

**Cash**

Cash includes deposits in bank accounts as well as operating cash.

**Equity**

An amount equivalent to internally generated development costs in the balance sheet is recognised in equity under reserve for development costs. The reserve is measured less deferred tax and reduced by amortisation and impairment losses on the asset. If impairment losses on development costs are subsequently reversed, the reserve will be restored with a corresponding amount. The reserve is dissolved when the development costs are no longer recognized in the balance sheet, and the remaining amount will be transferred to retained earnings.

**14. Accounting policies** - continued -**Current and deferred tax**

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 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.

**Payables**

Long-term payables are measured at cost at the time of contracting such liabilities (raising of the loan). The payables are subsequently measured at amortised cost where capital losses and loan expenses are recognised in the income statement as a financial expense over the term of the payable on the basis of the calculated effective interest rate in force at the time of contracting the liability.

Short-term payables are measured at amortised cost, normally corresponding to the nominal value of such payables.