# Rödl & Partner

**Rödl & Partner Danmark Godkendt Revisionsaktieselskab** Store Kongensgade 40H, 2. 1264 København K

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# **KeepFocus A/S**

Vejlsøvej 51 8600 Silkeborg

CVR no. 20 96 20 89

Annual report for 2022/23

Adopted at the annual general meeting on 6 November 2023

Stephan Johannes Bause chairman

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### Statement by management on the annual report

The supervisory board and executive board have today discussed and approved the annual report of KeepFocus A/S for the financial year 1 September 2022 - 31 August 2023.

The annual report is prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the company's financial position at 31 August 2023 and of the results of the company's operations for the financial year 1 September 2022 - 31 August 2023.

In our opinion, management's review includes a fair review of the matters dealt with in the management's review.

Management recommends that the annual report should be approved by the company in general meeting.

Silkeborg, 6 November 2023

### **Executive board**

David Friisholm CEO

Supervisory board

Stephan Johannes Bause chairman Daniel Voss

Dr. Dirk Norbert Then

### **Independent auditor's report**

### To the Shareholder of KeepFocus A/S

### Opinion

We have audited the financial statements of KeepFocus A/S for the financial year 1 September 2022 - 31 August 2023, which comprise a summary of significant accounting policies, income statement, balance sheet, statement of changes in equity and notes. The financial statements are prepared under the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the company's financial position at 31 August 2023 and of the results of the company's operations for the financial year 1 September 2022 - 31 August 2023 in accordance with the Danish Financial Statements Act.

### **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' Code of Ethics for Professional Accountants (IESBA Code) and the additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements and IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Management's responsibilities 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 the 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.

### **Independent auditor's report**

#### 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 judgement and maintain professional scepticism 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.

### **Independent auditor's report**

• 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.

### 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.

Moreover, it is our responsibility to consider whether management's review provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, we conclude that management's review is in accordance with the financial statements and has been prepared in accordance with the requirements of the Danish Financial Statements Act. We did not identify any material misstatement of management's review.

Copenhagen, 6 November 2023

**Rödl & Partner Danmark** Godkendt Revisionsaktieselskab CVR no. 39 18 86 78

Claus D. Bishaw-Witt Statsautoriseret Revisor MNE no. mne10028 Rödl & Partner

KeepFocus A/S Annual report 2022/23 CVR-nr. 20 96 20 89

# **Company details**

The company	KeepFocus A/S Vejlsøvej 51 8600 Silkeborg		
	CVR no.:	20 96 20 89	
	Reporting period: Incorporated: Financial year:	1 September 2022 - 31 August 2023 26 May 1998 26th financial year	
	Domicile:	Silkeborg	
Supervisory board	Stephan Johannes Bause, chairman Daniel Voss Dr. Dirk Norbert Then		
Executive board	David Friisholm, CEO		
Auditors	Rödl & Partner Danmark Godkendt Revisionsaktieselskab Store Kongensgade 40H, 2. 1264 København K		

### Management's review

### **Business review**

The main activity of KeepFocus (KF) is to develop software to and create growth in the housing industry (apartments) and energy metering market through energy metering based on IoT and open standards (OMS) delivering data for billing and automatization of reduced energy consumption.

The company has transfered all activities to an external part. It is planned that the comapny will be liquidated as a solvent entity within the financial year 2023/24.

### **Financial review**

The company's income statement for the year ended 31 August 2023 shows a loss of DKK 17.574.614, and the balance sheet at 31 August 2023 shows equity of DKK 9.624.693.

### Significant events occurring after the end of the financial year

The company has transfered all activities to an external part. It is planned that the comapny will be liquidated as a solvent entity within the financial year 2023/24.

The annual report of KeepFocus A/S for 2022/23 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class B, as well as provisions applying to reporting class C entities.

The accounting policies applied are consistent with those of last year.

The annual report for 2022/23 is presented in DKK

### Basis of recognition and measurement

Income is recognised in the income statement as earned, including value adjustments of financial assets and liabilities. All expenses, including amortisation, depreciation and impairment losses, are also recognised in the income statement.

Assets are recognised in the balance sheet when it is probable that future economic benefits 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 from the company and the value of the liability can be measured reliably.

On initial recognition, assets and liabilities are measured at cost. On subsequent recognition, assets and liabilities are measured as described below for each individual accounting item.

Certain financial assets and liabilities are measured at amortised cost using the effective interest method. Amortised cost is calculated as the historic cost less any installments and plus/less the accumulated amortisation of the difference between the cost and the nominal amount.

On recognition and measurement, allowance is made for predictable losses and risks which occur before the annual report is presented and which confirm or invalidate matters existing at the balance sheet date.

### **Income statement**

### **Gross profit**

In pursuance of section 32 of the Danish Financial Statements Act, the company does not disclose its revenue.

Gross profit reflects an aggregation of revenue, changes in inventories of finished goods and work in progress and other operating income less costs of raw materials and consumables and other external expenses.

### Revenue

Revenue from the sale of goods is recognised when the risks and rewards relating to the goods sold havebeen 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.

Contract work in progress (construction contracts) is recognised at the rate of completion, which meansthat revenue equals the selling price of the work completed for the year (percentage-of-completionmethod). This method is applied when total revenues and expenses in respect of the contract and thestage of completion at the balance sheet date can be measured reliably, and it is probable that the economic benefits, including payments, will flow to the Company. The stage of completion is determined on the basis of the ratio between the expenses incurred and the total expected expenses of the contract.

Services are recognised at the rate of completion of the service to which the contract relates by using thepercentage-of-completion method, which means that revenue equals the selling price of the service completed for the year. This method is applied when total revenues and expenses in respect of the serviceand the stage of completion at the balance sheet date can be measured reliably, and it is probable that the economic benefits, including payments, will flow to the Company. The stage of completion is determined on the basis of the ratio between the expenses incurred and the total expected expenses of theservice.

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

#### Expenses for raw materials and consumables

Expenses for raw materials and consumables comprise the raw materials and consumables consumed toachieve revenue for the year.

### Other external costs

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

### Staff costs

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

# Depreciation, amortisation and impairment of intangible assets and property, plant and equipment

Depreciation, amortisation and impairment of intangible assets and property, plant and equipment comprise the year's depreciation, amortisation and impairment 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, which comprises the current tax charge for the year and changes in the deferred tax charge, is recognised in the income statement as regards the portion that relates to the profit/loss for the year and directly in equity as regards the portion that relates to entries directly in equity.

### **Balance sheet**

#### Intangible assets

### Goodwill

Goodwill is amortised on a straight-line basis over the estimated useful life of 10 years. Determined on the basis of Management's experience with the individual business areas.

### Development projects, patents and licences

Costs of development projects comprise salaries, amortisation and other expenses directly or indirectly attributable to the Company's development activities.

Development projects that are clearly defined and identifiable and in respect of which technical feasibility, sufficient resources and a potential future market or development opportunity in the enterprise can be demonstrated, and where it is the intention to manufacture, market or use the project, are recognised as intangible assets. This applies if sufficient certainty exists that the value in use of future earnings can cover cost of sales, distribution and administrative expenses involved as well as the development costs.

Development projects that do not meet the criteria for recognition in the balance sheet are recognised as expenses in the income statement as incurred.

Capitalised development costs are measured at cost less accumulated amortisation and impairment losses or at a lower recoverable amount. An amount corresponding to the recognised development costs is allocated to the equity item "Reserve for development costs". The reserve comprises only development costs recognised in financial years beginning on or after 1 January 2016. The reserve is reduced by amortisation of and impairment losses on the development projects on a continuing basis.

As of the date of completion, capitalised development costs are amortised on a straight-line basis over the period of the expected economic benefit from the development work. The amortisation period is three to four years.

Patents and licences are measured at cost less accumulated amortisation and less any accumulated impairment losses or at a lower value in use.

### 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 the financing of the construction of property, plant and equipment are recognised in cost over the period of construction. All indirectly attributable borrowing costs 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:

	<b>Useful life</b>	<b>Residual value</b>
Plant and machinery	3-10 years	0 %

#### **Fixed asset investments**

Fixed asset investments consist of deposits.

#### Stocks

Stocks are measured at cost using the weighted average method. Where the net realisable value is lower than the cost, inventories are recognised at this lower 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 realisable value is determined allowing for marketability, obsolescence and development in expected selling price.

The cost of goods for resale, raw materials and consumables equals landed cost.

The cost of finished goods and work in progress comprises the cost of raw materials, consumables and direct labor.

### 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.

### **Contract work in progress**

Contract work in progress regarding service is measured at selling price of the work performed calculated on the basis of the stage of completion. The stage of completion is measured by the proportion that the contract expenses incurred to date bear to the estimated total contract expenses. Where it is probable that total contract expenses will exceed total revenues from a contract, the expected loss is recognised as an expense in the income statement.

Where the selling price cannot be measured reliably, the selling price is measured at the lower of expenses incurred and net realisable value.

Payments received on account are set off against the selling price. The individual contracts are classified as receivables when the net selling price is positive and as liabilities when the net selling price is negative.

Expenses relating to sales work and the winning of contracts are recognised in the income statement asincurred.

### Prepayments

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

### Equity

#### **Reserve for development costs**

An amount corresponding to capitalised development costs is recognised in the reserve. The reserve is reduced as development costs are amortised.

### **Treasury shares**

Purchase and sales prices for treasury shares are recognised directly in retained earnings under equity. Areduction of capital by cancellation of treasury shares reduces the share capital by an amount equal to the nominal value of the shares and increases retained earnings. Dividend on treasury shares is recognised directly in equity under retained earnin

### 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.

### Liabilities

Liabilities, which include trade payables, payables to group entities and other payables, are measured at amortised cost, which is usually equivalent to nominal value.

Provisions are recognised when - in consequence of an event occurred before or on the balance sheet date - the Company has a legal or constructive obligation and it is probable that economic benefits must be given up to settle the obligation.

#### Foreign currency translation

On initial recognition, foreign currency transactions are translated applying the exchange rate at the transaction date. Foreign exchange differences arising between the exchange rates at the transaction date and at the date of payment are recognised in the income statement as financial income or financial expenses. If foreign currency instruments are considered cash flow hedges, any unrealised value adjustments are taken directly to a fair value reserve under 'Equity'.

Receivables and payables and other monetary items denominated in foreign currencies are translated at the exchange rates at the balance sheet date. The difference between the exchange rates at the balance sheet date and the date at which the receivable or payable arose or was recognised in the latest financial statements is recognised in the income statement as financial income or financial expenses.

# Income statement 1 September - 31 August

	Note	2022/23	2021/22
		DKK	DKK
Gross profit	1	990.428	2.167.339
Staff costs	2	-14.438.266	-15.644.243
Profit/loss before amortisation/depreciation and impairment losses		-13.447.838	-13.476.904
Depreciation, amortisation and impairment of intangible assets and property, plant and equipment	3	-1.936.747	-2.906.997
Profit/loss before net financials		-15.384.585	-16.383.901
Financial costs	4	-2.190.029	-1.521.093
Profit/loss before tax		-17.574.614	-17.904.994
Tax on profit/loss for the year	5	0	0
Profit/loss for the year		-17.574.614	-17.904.994
Retained earnings		-17.574.614	-17.904.994
		-17.574.614	-17.904.994

## Balance sheet 31 August

	Note	2022/23	2021/22
		DKK	DKK
Assets			
Completed development projects		0	5.518.555
Acquired patents		0	0
Goodwill		0	296.509
Intangible assets	6	0	5.815.064
Other fixtures and fittings, tools and equipment	7	0	9.865
Tangible assets		0	9.865
Deposits		175.369	173.313
-			
Fixed asset investments		175.369	173.313
Total non-current assets		175.369	5.998.242
Finished goods and goods for resale		0	3.039.649
Stocks		0	3.039.649
Trade receivables		30.951	642.019
Other receivables		85.876	190.530
Prepayments		0	358.494
Receivables		116.827	1.191.043
Cash at bank and in hand		11.719.321	501.499
Total current assets		11.836.148	4.732.191
Total assets		12.011.517	10.730.433

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# Balance sheet 31 August

	Note	2022/23	2021/22
		DKK	DKK
Equity and liabilities			
Share capital		614.800	614.800
Reserve for development expenditure		0	4.304.473
Retained earnings		9.009.893	-63.960.586
Equity	8	9.624.693	-59.041.313
Other provisions		104.328	0
Total provisions		104.328	0
Payables to subsidiaries		0	55.810.306
Holiday allowance		0	1.177.106
Total non-current liabilities		0	56.987.412
Prepayments received from customers		0	1.867.301
Trade payables		857.373	192.323
Payables to subsidiaries		0	8.598.463
Other payables		1.425.123	2.079.058
Contract work in progress, liabilities		0	47.189
Total current liabilities		2.282.496	12.784.334
Total liabilities		2.282.496	69.771.746
Total equity and liabilities		12.011.517	10.730.433

# Statement of changes in equity

		Retained	
	Share capital	earnings	Total
Equity at 1 September 2022	614.800	-59.656.113	-59.041.313
Net profit/loss for the year	0	-17.574.614	-17.574.614
Group debt waiver	0	86.240.620	86.240.620
Equity at 31 August 2023	614.800	9.009.893	9.624.693

		2022/23	2021/22
1	Special items	DKK	DKK
	Gains on transfer of discontinued activities	6.081.053	0
	Loss on transfer of discontinued activities	-3.812.157	0
	I alt	2.268.896	0

The company has transfered all activities as per 31 August 2023. This includes intangible fixed assets, tangible fixed assets and other revenue-generating activities. One-time gains and losses has been specified above.

#### 2 Staff costs

Wages and salaries	12.563.801	13.536.301
Pensions	1.568.116	1.651.862
Other social security costs	239.956	226.647
Other staff costs	66.393	229.433
	14.438.266	15.644.243
Number of fulltime employees on average	21	23

# **3** Depreciation, amortisation and impairment of intangible assets and property, plant and equipment

Depreciation intangible assets Depreciation tangible assets	1.915.882 20.865	2.857.831 49.166
	1.936.747	2.906.997
which breaks down as follows:		
Completed development projects	1.889.375	2.817.851
Goodwill	26.507	39.980
Other fixtures and fittings, tools and equipment	20.865	49.166
	1.936.747	2.906.997

## Rödl & Partner

### Notes

		2022/23	2021/22
4	Financial costs	DKK	DKK
	Interest paid to parent company	1.930.834	1.410.179
	Other financial costs	52.520	70.111
	Exchange loss	206.675	40.803
		2.190.029	1.521.093
5	Tax on profit/loss for the year		
	Current tax for the year	0	0
	Deferred tax for the year	0	0
		0	0

### 6 Intangible assets

Completed development	Acquired		
projects	patents	Goodwill	Total
24.226.200	587.163	399.800	25.213.163
2.133.177	0	0	2.133.177
-26.359.377	-587.163	-399.800	-27.346.340
0	0	0	0
18.707.645	587.163	103.291	19.398.099
1.889.375	0	26.507	1.915.882
-20.597.020	-587.163	-129.798	-21.313.981
0	0	0	0
	development projects 24.226.200 2.133.177 -26.359.377 0 18.707.645 1.889.375 -20.597.020	development projects Acquired patents   24.226.200 587.163   2.133.177 0   -26.359.377 -587.163   0 0   18.707.645 587.163   1.889.375 0   -20.597.020 -587.163	development projectsAcquired patentsGoodwill $24.226.200$ $587.163$ $399.800$ $2.133.177$ 00 $-26.359.377$ $-587.163$ $-399.800$ 00000018.707.645 $587.163$ $103.291$ 1.889.3750 $26.507$ $-20.597.020$ $-587.163$ $-129.798$

The company has transfered all intangible assets during 2022/2023.

#### 7 Tangible assets

	Other fixtures and fittings, tools and equipment
Cost at 1 September 2022	1.029.091
Additions for the year	60.800
Disposals for the year	-1.089.891
Cost at 31 August 2023	0
Impairment losses and depreciation at 1 September 2022	1.019.226
Depreciation for the year	20.865
Impairment and depreciation of sold assets for the year	-1.040.091
Impairment losses and depreciation at 31 August 2023	0
Carrying amount at 31 August 2023	0

The company has transfered all tangible assets during 2022/23.

#### 8 Equity

The share capital consists of 614.800 shares of a nominal value of DKK 1. No shares carry any special rights.

There have been no changes in the share capital during the last 5 years.

On 11 December 2015, the Company acquired 800 treasury shares, corresponding to 0,13%. The total payment for the shares amounted to kDKK 1.200, which has been transferred from retained earnings under equity. These shares have not been cancelled and are therefore held as treasury shares. The Company may choose to sell these shares at a later time. The shares have been acquired as part of the Company's strategy.

The Company holds a total of 800 shares with a nominal value of DKK 800 corresponding to 0,13% of the total capital.

		2022/23	2021/22
9	Rent and lease liabilities	DKK	DKK
	Rent and lease liabilities		
	Operating lease liabilities. Total future lease payments:		
	Within 1 year	0	1.036.053
	Between 1 and 5 years	0	662.358
		0	1.698.411

### 10 Related parties and ownership structure

### **Ownership structure**

According to the company's register of shareholders, the following shareholder holds at least 5% of the votes or at least 5% of the share capital:

KeepFocus Europa Beteiligungs GmbH & Co. KG, Heidenkampsweg 40, DE-20097 Hamburg, Germany