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GTS NORDIC APS

KALKBRÆNDERILØBSKAJ 6, 2100 KØBENHAVN Ø

ANNUAL REPORT

1 JANUARY - 31 DECEMBER 2022

**The Annual Report has been presented and
adopted at the Company's Annual General
Meeting on 6 March 2023**

Poul Lund Christensen

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COMPANY DETAILS

Company	GTS Nordic ApS Kalkbrænderiløbskaj 6 2100 Copenhagen Ø
CVR No.:	21 67 24 75
Established:	22 April 1999
Municipality:	Copenhagen
Financial Year:	1 January - 31 December
Executive Board	Poul Lund Christensen
Auditor	BDO Statsautoriseret revisionsaktieselskab Havneholmen 29 1561 Copenhagen V
Bank	Nordea Erhvervsafdeling Vesterbrogade 8 0900 Copenhagen C

MANAGEMENT'S STATEMENT

Today the Executive Board have discussed and approved the Annual Report of GTS Nordic ApS for the financial year 1 January - 31 December 2022.

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

In my opinion the Financial Statements give a true and fair view of the Company's assets, liabilities and financial position at 31 December 2022 and of the results of the Company's operations for the financial year 1 January - 31 December 2022.

The Management Commentary includes in my opinion a fair presentation of the matters dealt with in the Commentary.

I recommend the Annual Report be approved at the Annual General Meeting.

Copenhagen, 3 March 2023

Executive Board

Poul Lund Christensen

INDEPENDENT AUDITOR'S REPORT

To the Shareholder of GTS Nordic ApS

Opinion

We have audited the Financial Statements of GTS Nordic ApS for the financial year 1 January - 31 December 2022, which comprise income statement, Balance Sheet, statement of changes in equity, notes and a summary of significant accounting policies. The Financial Statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the Financial Statements give a true and fair view of the assets, liabilities and financial position of the Company at 31 December 2022 and of the results of the Company's operations for the financial year 1 January - 31 December 2022 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' International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code), together with the ethical requirements that are relevant to our audit of the financial statements in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion.

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 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.



INDEPENDENT AUDITOR'S REPORT

- 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.

Statement on Management Commentary

Management is responsible for Management Commentary.

Our opinion on the Financial Statements does not cover Management Commentary, 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 Commentary and, in doing so, consider whether Management Commentary 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 Commentary provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, we conclude that Management Commentary 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 Commentary.

Copenhagen, 3 March 2023

BDO Statsautoriseret revisionsaktieselskab
CVR no. 20 22 26 70

Ole C. K. Nielsen
State Authorised Public Accountant
MNE no. mne23299

FINANCIAL HIGHLIGHTS

	2022 DKK '000	2021 DKK '000	2020 DKK '000	2019 DKK '000	2018 DKK '000
Income statement					
Net revenue.....	469.426	290.590	278.635	264.897	272.554
Gross profit/loss.....	447.403	271.365	262.227	249.512	265.259
Operating profit/loss of main activities...	9.675	5.499	4.186	4.636	4.356
Financial income and expenses, net.....	-493	171	-777	-265	-170
Profit/loss for the year.....	7.290	4.433	2.986	3.656	3.727
Balance sheet					
Total assets.....	57.503	35.643	36.877	34.454	34.488
Equity.....	13.668	9.377	6.945	9.959	8.307
Investment in property, plant and equipment.....	0	0	0	0	0
Average number of full-time employees.....	318	188	185	191	205
Key ratios					
Gross margin.....	95,3	93,4	94,1	94,2	97,3
Operating margin.....	2,1	1,9	1,6	1,7	1,1
Equity ratio.....	23,8	26,3	18,8	28,9	24,1
Return on equity.....	63,3	54,3	35,3	40,0	50,0

The ratios stated in the list of key figures and ratios have been calculated as follows:

Gross margin: $\frac{\text{Gross profit} \times 100}{\text{Net revenue}}$

Operating margin: $\frac{\text{Operating profit/loss} \times 100}{\text{Net revenue}}$

Equity ratio: $\frac{\text{Equity ex. minorities, at year end} \times 100}{\text{Total equity and liabilities, at year end}}$

Return on equity: $\frac{\text{Profit/loss after tax} \times 100}{\text{Average equity}}$



MANAGEMENT COMMENTARY

Principal activities

The principal activities of the Company is to act as employer of record for highly paid professionals working temporary in Denmark as well as to provide other kind of tax compliance services, relocation services etc.

Development in activities and financial and economic position

The company's financial position and the result of the year will be shown in the following income statement of the financial year 1 January - 31 December 2022 and the balance sheet as per 31 December 2022.

It is the company's 22nd financial year. The annual report is prepared in DKK.

During 2023 there have been an increased demand for foreign specialists by Danish companies. Major projects in the pharmaceutical, IT and Oil & Gas industry are driving the increase during 2022. As a result, the Company has increased its number of staff to meet the demand and to be able to have a continued focus on service and compliance.

The result for the period shows a profit of DKK 7.290.495. The Management considers the result to be satisfactory.

Profit/loss for the year compared to the expected development

The result for the year is in line with the expectations set out in last year's annual report.

Significant events after the end of the financial year

No events have occurred after the end of the financial year of material importance for the company's financial position.

Financial risk

Financial risks

Due to the nature of its operations, investments and financing, the Company is exposed to changes in exchange rates and in the level of interest rates. It is company policy not to speculate in financial risks.

Currency risks

The presentation currency of the Company is DKK and a large part of the invoicing is issued in EUR, GBP and USD. The Company's costs are primarily incurred in DKK, and the Company is consequently exposed to changes in the exchange rates of these currencies. The Company uses foreign currency hedging. The Company is not subject to other currency risks.

Environmental risks

The Company is environmentally conscious but has no material operations that affects the environment.

Future expectations

The Company expects a continued positive development for 2023 despite the general uncertainty in the overall economic environment with high inflation, increasing interest rates and war in Europe. Turnover is expected to increase with 10-20% as the Company still see a strong demand for its services. The development in net profit is expected to be more flat due to increased investments in IT, marketing and staff, and a operation profit in the level 7 - 10 Mio. DKK is our expectations.

INCOME STATEMENT 1 JANUARY - 31 DECEMBER

	Note	2022 DKK	2021 DKK
NET REVENUE	1	469.425.641	290.590.477
Other external expenses.....		-22.022.459	-19.225.945
GROSS PROFIT/LOSS.....		447.403.182	271.364.532
Staff costs.....	2	-437.673.722	-265.783.229
Depreciation, amortisation and impairment losses.....		-54.664	-81.996
OPERATING PROFIT.....		9.674.796	5.499.307
Income from investments in subsidiaries.....		133.798	14.319
Other financial income.....		1.250.002	857.760
Other financial expenses.....		-1.743.490	-686.337
PROFIT BEFORE TAX.....		9.315.106	5.685.049
Tax on profit/loss for the year.....	3	-2.024.611	-1.252.444
PROFIT FOR THE YEAR.....	4	7.290.495	4.432.605

BALANCE SHEET AT 31 DECEMBER

ASSETS	Note	2022 DKK	2021 DKK
Other plant, machinery, tools and equipment.....		0	54.664
Property, plant and equipment.....	5	0	54.664
Equity investments in group enterprises.....		748.177	614.379
Rent deposit and other receivables.....		830.775	722.355
Financial non-current assets.....	6	1.578.952	1.336.734
NON-CURRENT ASSETS.....		1.578.952	1.391.398
Trade receivables.....		41.049.761	28.986.423
Receivables from group enterprises.....		90.938	301.017
Deferred tax assets.....	7	14.368	7.131
Prepayments and accrued income.....	8	291.282	456.490
Receivables.....		41.446.349	29.751.061
Cash and cash equivalents.....		14.477.670	4.500.901
CURRENT ASSETS.....		55.924.019	34.251.962
ASSETS.....		57.502.971	35.643.360

BALANCE SHEET AT 31 DECEMBER

EQUITY AND LIABILITIES	Note	2022 DKK	2021 DKK
Share capital.....		200.000	200.000
Reserve for net revaluation according to equity value.....		1.214.087	1.080.289
Retained profit.....		6.253.835	5.097.147
Proposed dividend.....		6.000.000	3.000.000
EQUITY.....		13.667.922	9.377.436
Trade payables.....		246.595	910.846
Payables to group enterprises.....		737.989	846.352
Joint tax contribution payable.....		831.848	314.097
Other liabilities.....		42.018.617	24.194.629
Current liabilities.....		43.835.049	26.265.924
LIABILITIES.....		43.835.049	26.265.924
EQUITY AND LIABILITIES.....		57.502.971	35.643.360
 Contingencies etc.		 9	
 Related parties		 10	
 Consolidated Financial Statements		 11	

EQUITY

	Share capital	Reserve for net revaluation according to equity value	Retained profit	Proposed dividend	Total
Equity at 1 January 2022.....	200.000	1.080.289	5.097.138	3.000.000	9.377.427
Proposed profit allocation, Note 4.....		133.798	1.156.697	6.000.000	7.290.495
Transactions with owners					
Dividend paid.....				-3.000.000	-3.000.000
Equity at 31 December 2022.....	200.000	1.214.087	6.253.835	6.000.000	13.667.922

NOTES

		Note
	2022 DKK	2021 DKK
Net revenue		1
Revenue, Denmark.....	273.396.861	146.329.202
Revenue, Europe.....	151.368.249	74.334.059
Revenue, countries outside Europe.....	44.660.531	69.927.216
	469.425.641	290.590.477
Staff costs		2
Average number of employees	318	188
Wages and salaries.....	394.069.793	232.242.092
Pensions.....	6.137.098	4.561.065
Social security costs.....	2.870.832	1.827.212
Other staff costs.....	34.595.999	27.152.860
	437.673.722	265.783.229
With regard to the Danish Financial Statements Act § 98B paragraph 3 the remuneration to the Executive Board is not disclosed.		
Tax on profit/loss for the year		3
Calculated tax on taxable income of the year.....	2.031.848	1.264.097
Adjustment of deferred tax.....	-7.237	-11.653
	2.024.611	1.252.444
Proposed distribution of profit		4
Proposed dividend for the year.....	6.000.000	3.000.000
Allocation to reserve for net revaluation according to equity value.....	133.798	14.319
Retained earnings.....	1.156.697	1.418.286
	7.290.495	4.432.605
Property, plant and equipment		5
		Other plant, machinery, tools and equipment
Cost at 1 January 2022.....	410.000	
Cost at 31 December 2022.....	410.000	
Depreciation and impairment losses at 1 January 2022.....	355.336	
Depreciation for the year.....	54.664	
Depreciation and impairment losses at 31 December 2022.....	410.000	
Carrying amount at 31 December 2022.....	0	

NOTES

	Note
Financial non-current assets	6
	Equity investments in group enterprises
	Rent deposit and other receivables
Cost at 1 January 2022.....	228.500
Additions.....	0
Cost at 31 December 2022.....	228.500
Revaluation at 1 January 2022.....	385.879
Profit/loss for the year.....	133.798
Revaluation at 31 December 2022.....	519.677
Carrying amount at 31 December 2022.....	748.177
	830.775
 Investments in subsidiaries (DKK)	
Name and domicil	Equity
	Profit/loss for the year
GTS Nordic Payroll ApS, Danmark.....	139.387
GTS Nordic Norway AS, Norge.....	1.217.580
	-13.305
	338.273
	100 %
	50 %
 Deferred tax assets	7
Provision for deferred tax comprises deferred tax on contract work in progress, inventory and intangible and tangible fixed assets.	
	2022 DKK
	2021 DKK
Deferred tax, beginning of year.....	7.131
Deferred tax of the year, income statement.....	7.237
Provision for deferred tax 31 December 2022.....	14.368
	7.131
The deferred tax asset is difference between the assets.	
 Prepayments and accrued income	8
Costs.....	291.282
	456.490
	291.282
	456.490

Prepayments comprises prepaid expenses, which are expensed in the following year.

NOTES

	Note
Contingencies etc.	9
Contingent liabilities The company has on the date of the fiscal year end entered into rental agreements for office premises. The agreement can be terminated with 6 months' notice. The commitment amounts to DKK ('000) 1.026. The yearly rent amounts to DKK ('000) 816 in 2022 and DKK ('000) 816 in 2023.	
The company has on the date of the fiscal year end entered into rental agreements for housing premises. The agreements can be terminated with 1 month's notice. The commitment amounts to DKK ('000) 337. The yearly rent amounts to DKK ('000) 1.579	
Joint liabilities The company is jointly and severally liable together with the parent company and the other group companies in the joint taxable group for tax on the group's joint taxable income and for certain possible withholding taxes, such as dividend tax, etc.	
Tax payable on the Group's joint taxable income is stated in the annual report of Alpha Centauri ApS, which serves as management company for the joint taxation.	
Related parties	10
Controlling interest Alpha Centauri ApS, Østerkildevej 12, DK-2820 Gentofte, is the principal shareholder	
Other related parties having performed transactions with the company The company's related parties having a significant influence comprise subsidiaries and associates as well as the companies' Board of Directors, Board of Executives and executive officers and their relatives. Related parties include also companies in which the above mentioned group of persons has material interests	
Transactions with related parties The company did not carry out any substantial transactions that were not concluded on market conditions.	
Consolidated Financial Statements The Company is included in the consolidated financial statements of the mother company, Alpha Centauri ApS, Østerkildevej 12, DK-2820 Gentofte, Danish Business Registration Number 30 08 72 16. Alpha Centauri ApS is the ultimate parent company.	11

ACCOUNTING POLICIES

The Annual Report of GTS Nordic ApS for 2022 has been presented in accordance with the provisions of the Danish Financial Statements Act for enterprises in reporting class C, medium-size enterprises.

The Annual Report is prepared consistently with the accounting principles applied last year.

Consolidated Financial Statements

Consolidated financial statements have not been prepared because the group fulfils the exemption provisions of section 112 of the Danish Financial Statements Act on sub-groups. The company is included in the consolidated financial statements of Alpha Centauri ApS, Østerkildevej 12, DK-2720 Gentofte, CVR number 30 08 72 16.

INCOME STATEMENT

Net revenue

Sale of services is generally recognised on the basis of a measurable degree of completion, using straight-line recognition of services delivered over time in a regular pattern. Where the degree of completion is not measurable or the sales value or the total costs of completion are uncertain, revenue is recognised by the amount that the enterprise as a maximum believes to have a right to claim and is expected to be received for services delivered at the Balance Sheet date.

Net revenue is recognised exclusive of VAT and less duties and discounts related to the sale.

Other external expenses

Other external expenses include cost of sales, advertising, administration, buildings, bad debts, operational lease expenses, etc.

Staff costs

Staff costs comprise wages and salaries, including holiday pay and pensions and other costs for social security etc. for the company's employees. Repayments from public authorities are deducted from staff costs.

Income from investments in subsidiaries

The income statement of the parent company recognises the proportional share of the results of each subsidiary after full elimination of intercompany profits/losses and deduction of amortisation of goodwill.

In connection with transfers, potential profits are recognised when the economic rights related to the sold equity interests are transferred, however, at the earliest when the profit has been realised or is regarded as realisable. Moreover, realised losses other than impairments are included where identified.

Financial income and expenses

Financial income and expenses include interest income and expenses, financial expenses of finance leases, realised and unrealised gains and losses arising from investments in financial assets, debt and transactions in foreign currencies, amortisation of financial assets and liabilities as well as charges and allowances under the tax-on-account scheme etc. Financial income and expenses are recognised in the income statement by the amounts that relate to the financial year.

Tax

The tax for the year, which consists of the current tax for the year and changes in deferred tax, is recognised in the income statement by the portion that may be attributed to the profit for the year, and is recognised directly in the equity by the portion that may be attributed to entries directly to the equity.

ACCOUNTING POLICIES

BALANCE SHEET

Tangible fixed assets

Production plant and machinery, other plants, fixtures and equipment are measured at cost less accumulated depreciation and impairment losses. Land is not depreciated.

The depreciation base is cost less estimated residual value after end of useful life.

The cost includes the acquisition price and costs incurred directly in connection with the acquisition until the time when the asset is ready to be used. As regards self-manufactured assets, the cost price includes cost of materials, components, subcontractors, direct payroll and indirect production costs.

Straight-line depreciation is provided on the basis of an assessment of the expected useful lives of the assets and their residual value:

	Useful life	Residual value
Other plant, fixtures and equipment.....	3-5 years	0 %

Profit or loss on disposal of tangible fixed assets is stated as the difference between the sales price less selling costs and the carrying amount at the time of sale. Profit or loss is recognised in the income statement as other operating income or other operating expenses.

Financial non-current assets

Investments in are measured in the company's balance sheet under the equity method.

Investments in are measured in the balance sheet at the proportional share of the enterprises' carrying equity value, calculated in accordance with the parent company's accounting policies with deduction or addition of unrealised intercompany profits or losses and with addition or deduction of the residual value of positive or negative goodwill

Net revaluation of investments in subsidiaries and associates is transferred under the equity to reserve for net revaluation under the equity value method to the extent that the carrying amount exceeds the acquisition value.

Subsidiaries with a negative carrying equity value are measured to DKK 0 and any amounts due from these enterprises are written down by the company's share of the negative equity to the extent that it is deemed to be irrecoverable. If the carrying negative equity value exceeds receivables, the residual amount is recognised under provision for liabilities to the extent that the company's has a legal or actual liability to cover the subsidiaries deficit.

ACCOUNTING POLICIES

Impairment of fixed assets

The carrying amount of tangible assets together with fixed assets, which are not measured at fair value, are valued on an annual basis for indications of impairment other than that reflected by amortisation and depreciation.

In the event of impairment indications, an impairment test is made for each asset or group of assets, respectively. If the net realisable value is lower than the carrying amount, the assets are written down to the lower value.

The recoverable amount is calculated at the higher of net selling price and capital value. The capital value is determined as the fair value of the expected net cash flows from the use of the asset or group of assets and the expected net cash flows from sale of the asset or group of assets after the end of its useful life.

Receivables

Receivables are measured at amortised cost which usually corresponds to nominal value. The value is reduced by impairment losses to meet expected losses.

Accruals, assets

Accruals recognised as assets include costs incurred relating to the subsequent financial year.

Tax payable and deferred tax

Current tax liabilities and receivable current tax are recognised in the balance sheet as the calculated tax on the taxable income for the year, adjusted for tax on the taxable income for previous years and taxes paid on account.

The Company is subject to joint taxation with Danish group companies. The current corporation tax is distributed among the joint taxable companies in proportion to their taxable income and with full allocation and refund related to tax losses. The joint taxable companies are included in the on account tax scheme. Joint taxation contributions receivable and payable are recognised in the Balance Sheet under current assets and liabilities, respectively.

Deferred tax is measured on the temporary differences between the carrying amount and the tax value of assets and liabilities.

Deferred tax assets, including the tax value of tax loss carry-forwards, are measured at the expected realisable value of the asset, either by set-off against 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 under the legislation in force on the balance sheet date would be applicable when the deferred tax is expected to crystallise as current tax. Any changes in the deferred tax resulting from changes in tax rates, are recognised in the income statement, except from items recognised directly in equity.

Liabilities

Financial liabilities are recognised at the time of borrowing by the amount of proceeds received less borrowing costs. In subsequent periods, the financial liabilities are measured at amortised cost equal to the capitalised value when using the effective interest, the difference between the proceeds and the nominal value being recognised in the income statement over the term of loan.

Amortised cost of current liabilities usually corresponds to nominal value.

ACCOUNTING POLICIES

Foreign currency translation

Transactions in foreign currencies are translated at the rate of exchange on the transaction date. Exchange differences arising between the rate on the transaction date and the rate on the payment date are recognised in the income statement as a financial income or expense.

Receivables, payables and other monetary items in foreign currencies that are not settled on the balance sheet date are translated at the exchange rate on the balance sheet date. The difference between the exchange rate on the balance sheet date and the exchange rate at the time of occurrence of the receivables or payables is recognised in the income statement as financial income or expenses.

Fixed assets acquired in foreign currencies are translated at the rate of exchange on the transaction date.

CASH FLOW STATEMENT

With reference to Section 86(4) of the Danish Financial Statements Act, the company has not prepared a cash flow statement. A cash flow statement has been prepared for the Group.