

# **Anne Holding ApS**

c/o Buus Jensen Lersø Parkallé 112, 2100 København Ø

Company reg. no. 24 23 61 45

## **Annual report**

## 1 January - 31 December 2019

The annual report was submitted and approved by the general meeting on the 2 March 2020.

Christian Vest Hansen Chairman of the meeting

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<sup>Notes:
To ensure the greatest possible applicability of this document, British English terminology has been used.
Please note that decimal points have not been used in the usual English way. This means that for instance DKK 146.940 means the amount of DKK 146,940, and that 23,5 % means 23.5 %.</sup> 

## Management's report

The managing director have today presented the interim financial statement of Anne Holding ApS for the period 1 January to 31 December 2019.

The annual report has been presented in accordance with the Danish Financial Statements Act.

I consider the accounting policies used appropriate, and in my opinion the annual accounts provide a true and fair view of the company's assets and liabilities and its financial position at 31 December 2019 and of the company's results of its activities in the financial year 1 January to 31 December 2019.

I am of the opinion that the management's review includes a fair description of the issues dealt with.

The annual report is recommended for approval by the general meeting.

Copenhagen, 2 March 2020

## **Managing Director**

Christian Vest Hansen

## To the shareholder of Anne Holding ApS

## Opinion

We have audited the annual accounts of Anne Holding ApS for the financial year 1 January to 31 December 2019, which comprise accounting policies used, profit and loss account, balance sheet and notes. The annual accounts are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the annual accounts give a true and fair view of the company's assets, liabilities and financial position at 31 December 2019 and of the results of the company's operations for the financial year 1 January to 31 December 2019 in accordance with the Danish Financial Statements Act.

#### **Basis for opinion**

We conducted our audit in accordance with international standards on auditing and the additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the below section "Auditor's responsibilities for the audit of the annual accounts". We are independent of the company in accordance with international ethics standards for accountants (IESBA's Code of Ethics) and the additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these standards and requirements. We believe that the audit evidence obtained is sufficient and appropriate to provide a basis for our opinion.

#### The management's responsibilities for the annual accounts

The management is responsible for the preparation of annual accounts that give a true and fair view in accordance with the Danish Financial Statements Act. The management is also responsible for such internal control as the management determines is necessary to enable the preparation of annual accounts that are free from material misstatement, whether due to fraud or error.

In preparing the annual accounts, the management is responsible for evaluating the company's ability to continue as a going concern, and, when relevant, disclosing matters related to going concern and using the going concern basis of accounting when preparing the annual accounts, unless the management either intends to liquidate the company or to cease operations, or if it has no realistic alternative but to do so.

## Auditor's responsibilities for the audit of the annual accounts

Our objectives are to obtain reasonable assurance about whether the annual accounts as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report including an opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with international standards on auditing and the additional requirements applicable in Denmark will always detect a material misstatement when it exists. Misstatements may arise due to fraud or error and may be considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions made by users on the basis of the annual accounts.

As part of an audit conducted in accordance with international standards on auditing and the additional requirements applicable in Denmark, we exercise professional evaluations and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement in the annual accounts, whether due to fraud or error, design and perform audit procedures in response 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 the risk of not detecting a misstatement resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of the 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 by the management and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of the management's preparation of the annual accounts being based on the going concern principle and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may raise significant doubt about 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 annual accounts 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 annual accounts, including the disclosures in the notes, and whether the annual accounts reflect 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 the internal control that we identify during our audit.

#### Statement on the management's review

The management is responsible for the management's review.

Our opinion on the annual accounts does not cover the management's review, and we do not express any kind of assurance opinion on the management's review.

In connection with our audit of the annual accounts, our responsibility is to read the management's review and in that connection consider whether the management's review is materially inconsistent with the annual accounts or our knowledge obtained during the audit, or whether it otherwise appears to contain material misstatement.

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

## Independent auditor's report

Based on the work we have performed, we believe that the management's review is in accordance with the annual accounts and that it has been prepared in accordance with the requirements of the Danish Financial Statement Acts. We did not find any material misstatement in the management's review.

Copenhagen, 2 March 2020

BUUS JENSEN State Authorised Public Accountants Company reg. no. 16 11 90 40

Ulrik Nørskov State Authorised Public Accountant mne29456 Michael Markussen State Authorised Public Accountant mne34295

The company	Anne Holding ApS c/o Buus Jensen Lersø Parkallé 112 2100 København Ø		
	Company reg. no.	24 23 61 45	
	Established:	5 August 1999	
	Domicile:	Copenhagen	
	Financial year:	1 January - 31 December	
Managing Director	Christian Vest Hansen		
Auditors	BUUS JENSEN, Statsautoriserede revisorer		
Subsidiary	AS Solution Group A/S, Herlev, Denmark		

## The principal activities of the company

The Group and Parent company principal activities is investement and holding activities.

#### Development in activities and financial matters

The results from ordinary activities after tax are DKK 32.567.000 against DKK -5.021.000 last year. The management consider the results satisfactory.

All amounts in DKK.

Note		2019	2018
	Gross loss	-138.733	-1.477.359
1	Staff costs	-200.000	-812.500
	Operating profit	-338.733	-2.289.859
	Income from equity investments in group enterprises	27.933.471	1.846.328
	Other financial income	5.926.432	5.451.582
2	Other financial costs	-844.328	-10.040.077
	Results before tax	32.676.842	-5.032.026
3	Tax on ordinary results	-109.536	11.286
	Results for the year	32.567.306	-5.020.740

## Proposed distribution of the results:

Distribution in total	32.567.306	-5.020.740
Allocated from results brought forward	0	-126.020.740
Allocated to results brought forward	13.567.306	0
Dividend for the financial year	19.000.000	0
Extraordinary dividend adopted during the financial year	0	121.000.000

## **Balance sheet 31 December**

All amounts in DKK.

Note	Note		2018
	Fixed assets		
4	Equity investments in group enterprises	69.179.031	40.826.502
5	Other securities and equity investments	10.330.143	10.264.634
	Financial fixed assets in total	79.509.174	51.091.136
	Fixed assets in total	79.509.174	51.091.136
	Current assets		
	Receivable corporate tax	2.442	997.383
	Tax receivables from group enterprises	0	11.286
	Other debtors	124.232	668.647
	Debtors in total	126.674	1.677.316
	Available funds	1.634.451	1.335.296
	Current assets in total	1.761.125	3.012.612
	Assets in total	81.270.299	54.103.748

## **Balance sheet 31 December**

All amounts in DKK.

## Equity and liabilities

Not		2019	2018
	Equity		
6	Contributed capital	125.000	125.000
7	Results brought forward	17.391.919	3.824.613
8	Proposed dividend for the financial year	19.000.000	0
	Equity in total	36.516.919	3.949.613
	Liabilities		
	Other debts	0	3.463.430
9	Long-term liabilities in total	0	3.463.430
9	Short-term part of long-term liabilities	8.344.874	4.276.584
	Trade creditors	125.000	245.737
	Debt to group enterprises	36.240.791	42.085.664
	Other debts	42.715	82.720
	Short-term liabilities in total	44.753.380	46.690.705
	Liabilities in total	44.753.380	50.154.135
	Equity and liabilities in total	81.270.299	54.103.748

## 10 Contingencies

All amounts in DKK.

		2019	2018
1.	Staff costs		
	Salaries and wages	200.000	812.500
		200.000	812.500
	Average number of employees	1	2
2.	Other financial costs		
	Other financial costs	844.328	10.040.077
		844.328	10.040.077
3.	Tax on ordinary results		
	Tax of the results for the year	-2.442	-11.286
	Adjustment of tax for previous years	13.409	0
	Other taxes	98.569	0
		109.536	-11.286

5.

6.

All amounts in DKK.

		31/12 2019	31/12 2018
4.	Equity investments in group enterprises		
	Acquisition sum, opening balance 1 January 2019	58.321.300	58.321.300
	Cost 31 December 2019	58.321.300	58.321.300
	Revaluations, opening balance 1 January 2019	10.075.215	6.250.846
	Results for the year before goodwill amortisation	28.352.529	3.824.369
	Revaluation 31 December 2019	38.427.744	10.075.215
	Amortisation of goodwill, opening balance 1 January 2019	-27.570.013	-27.570.013
	Depreciation on goodwill 31 December 2019	-27.570.013	-27.570.013
	Book value 31 December 2019	69.179.031	40.826.502
	The items include goodwill with an amount of	0	0

## The financial highlights for the enterprises according to the latest approved interim financial statement

	Share of ownership	Equity	Results for the year	Book value at Anne Holding ApS
AS Solution Group A/S, Herlev,				
Denmark	100 %	69.179.031	28.352.528	69.179.031
Other securities and equity invest	ments			
Cost 1 January 2019			10.264.634	10.264.634
Additions during the year			10.001.800	0
Disposals during the year			-9.936.291	0
Cost 31 December 2019			10.330.143	10.264.634
Book value 31 December 2019			10.330.143	10.264.634
Contributed capital				
Contributed capital 1 January 2019			125.000	125.000
			125.000	125.000

All amounts in DKK.

	_	31/12 2019	31/12 2018
7.	Results brought forward		
	Results brought forward 1 January 2019	3.824.613	129.845.353
	Profit or loss for the year brought forward	13.567.306	-126.020.740
	Extraordinary dividend adopted during the financial year	0	121.000.000
	Distributed extraordinary dividend adopted during the financial year.	0	-121.000.000
		17.391.919	3.824.613
8.	Proposed dividend for the financial year		
	Dividend 1 January 2019	0	0
	Distributed dividend	0	· ·
		0	0
	Dividend for the financial year	19.000.000	0
		19.000.000	0

## 9. Liabilities

	Short-term part		Outstanding	
	Debt in total 31 Dec 2019	of long-term liabilities	Long-term debt 31 Dec 2019	debt after 5 years
Other debts	8.344.874	8.344.874	0	0
	8.344.874	8.344.874	0	0

## 10. Contingencies

#### Joint taxation

The company is the administration company of the group of companies subject to the Danish scheme of joint taxation and unlimited jointly and severally liable with the other jointly taxed companies for the total corporation tax.

The company is unlimited jointly and severally liable with the other jointly taxed companies for any obligation to withhold tax on interest, royalties and dividends.

The total tax payable under the joint taxation amounts to DKK 0 thousand.

The liability relating to obligations in connection with withholding tax on dividends, interest and royalties represents an estimated maximum of DKK 0 thousand.

All amounts in DKK.

## 10. Contingencies (continued)

## Joint taxation (continued)

Any subsequent adjustments of corporate taxes or withheld taxes etc. may cause changes in the company's liabilities.

The annual report for Anne Holding ApS is presented in accordance with those regulations of the Danish Financial Statements Act concerning companies identified as class B enterprises. Furthermore, the company has chosen to comply with some of the rules applying for class C enterprises.

The accounting policies used are unchanged compared to last year, and the annual accounts are presented in Danish kroner (DKK).

## **Recognition and measurement in general**

Income is recognised in the profit and loss account concurrently with its realisation, including the recognition of value adjustments of financial assets and liabilities. Likewise, all costs, these including depreciation, amortisation, writedown, provisions, and reversals which are due to changes in estimated amounts previously recognised in the profit and loss account are recognised in the profit and loss account.

Assets are recognised in the balance sheet when the company is liable to achieve future, financial benefits and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when the company is liable to lose future, financial benefits and the value of the liability can be measured reliably.

At the first recognition, assets and liabilities are measured at cost. Later, assets and liabilities are measured as described below for each individual accounting item.

Certain fixed asset investments and liabilities are measured at amortised cost, by which method a fixed, effective interest is recognised during the useful life of the asset or the liability. Amortised cost is recognised as the original cost with deduction of any payments and additions/deductions of the accrued amortisation of the difference between cost and nominal amount. In this way capital losses and capital profits are spread over the useful life.

At recognition and measurement, such predictable losses and risks are taken into consideration, which may appear before the annual report is presented, and which concerns matters existing on the balance sheet date.

## Translation of foreign currency

Transactions in foreign currency are translated by using the exchange rate prevailing at the date of the transaction. Differences in the rate of exchange arising between the rate at the date of transaction and the rate at the date of payment are recognised in the profit and loss account as an item under net financials.

Debtors, creditors, and other monetary items in foreign currency are translated by using the closing rate. The difference between the closing rate and the rate at the time of the occurrence or the recognition in the latest annual accounts of the amount owed or the liability is recognised in the profit and loss account under financial income and expenses.

Fixed assets and other non-monetary assets acquired in foreign currency and which are not considered to be investment assets purchased in foreign currencies are measured at the exchange rate on the transaction date.

In case the foreign group enterprises and associated enterprises meet the criteria for being independent units, the profit and loss accounts are translated by using an average exchange rate for the period in question, and the balance sheet items are translated by using the closing rate. Differences arising in connection with the translation of the equity of foreign group enterprises at the beginning of the year to the closing rate are recognised directly in the equity. The same goes for differences arising in connection with translation of the profit and loss accounts from average exchange rate to the closing rate.

At recognition of foreign group enterprises which are integrated units, the monetary items are translated by using the closing rate. Non monetary items are translated by using the exchange rate prevailing at the time of acquisition or at the time of the following depreciation or writedown of the asset. The items of the profit and loss account are translated by using the exchange rate prevailing at the date of the transaction. However, items in the profit and loss account deriving from non monetary items are translated by using historical prices.

Currency adjustment of balances with group enterprises abroad that are considered part of the total investment in group enterprises are recognised directly in the equity. Likewise, foreign exchange gains and losses on loans and derived financial instruments for currency hedging independent group enterprises abroad are recognised in the equity.

## The profit and loss account

#### Gross loss

The gross loss comprises the net turnover, changes in inventories of finished goods and work in progress, work performed for own purposes and capitalised, other operating income, and external costs.

The net turnover is recognised in the profit and loss account if delivery and risk transfer to the buyer have taken place before the end of the year, and if the income can be determined reliably and is expected to be received. The net turnover is recognised exclusive of VAT and taxes and with the deduction of any discounts granted in connection with the sale.

Other external costs comprise costs for distribution, sales, advertisement, administration, premises, loss on debtors, and operational leasing costs.

#### Staff costs

Staff costs include salaries and wages including holiday allowances, pensions and other costs for social security etc. for staff members. Staff costs are less public reimbursements.

#### Net financials

Net financials comprise interest, realised and unrealised capital gains and losses concerning financial assets and liabilities, amortisation of financial assets and liabilities, additions and reimbursements under the Danish tax prepayment scheme, etc. Financial income and expenses are recognised in the profit and loss account with the amounts that concerns the financial year.

Interest and other costs concerning loans for financing the production of intangible and tangible fixed assets and concerning the production period are not recognised in the cost of the fixed asset.

## Results from equity investments in group enterprises

After full elimination of intercompany profit or loss and deduction of amortisation of goodwill and addition of negative goodwill, the equity investment in the individual group enterprises are recognised in the profit and loss account at a proportional share of the group enterprises' results after tax.

## Tax of the results for the year

The tax for the year comprises the current tax for the year and the changes in deferred tax, and it is recognised in the profit and loss account with the share referring to the results for the year and directly in the equity with the share referring to entries directly on the equity.

The company is subject to the Danish legislation concerning compulsory joint taxation with the Danish group enterprises. The company acts as an administration company in relation to the joint taxation. This means that the total Danish tax payable of the income of the Danish consolidated companies is paid to the tax authorities by the company.

The current Danish corporate tax is allocated among the jointly taxed companies in proportion to their respective taxable income (full allocation with reimbursement of tax losses).

## The balance sheet

## Financial fixed assets

## Equity investments in group enterprises

Equity investments in group enterprises are recognised in the balance sheet at a proportional share under the equity method, the value being calculated on the basis of the accounting policies of the parent company by the deduction or addition of unrealised intercompany profits and losses, and with the addition or deduction of residual value of positive or negative goodwill measured by applying the acquisition method.

Group enterprises and associated enterprises with negative equity are recognised without any value, and to the extent they are considered irrevocable, amounts owed by these companies are written down by the parent's share of the equity. If the negative equity exceeds the debtors, the residual amount is recognised under liability provisions to the extent the parent has a legal or actual liability to cover the negative equity of the subsidiary.

To the extent the equity exceeds the cost, the net revaluation of equity investments in group enterprises are transferred to the reserves under the equity for net revaluation as per the equity method. Dividends from group enterprises expected to be decided before the approval of this annual report are not subject to a limitation of the revaluation reserves. The reserves are adjusted by other equity movements in group enterprises.

Newly taken over or newly established companies are recognised in the annual accounts as of the time of acquisition. Sold or liquidated companies are recognised at the time of cession.

Profit or loss in connection with the sale of group enterprises are measured as the difference between the sales amount and the book value of net assets at the time of the sale, inclusive of remaining consolidated goodwill and expected costs for sale and cession. Profit and loss are recognised in the profit and loss account under net financials.

In connection with the acquisition of new group enterprises and associated enterprises, the acquisition method is applied, by which the acquirees' assets and liabilities are measured at fair value at the time of acquisition. Provisions for payment of costs for decided restructuring activities in the acquirees in relation to the acquisition are recognised. The tax effect of the revaluations carried out is taken into consideration.

Positive differences (goodwill) between cost and fair value of identifiable, acquired assets and liabilities, inclusive of liability provisions for restructuring, are recognised under equity investments in group enterprises, and they are amortised over their estimated useful life. The useful life is determined on the basis of the management's experience with the individual business areas. The amortisation period is maximum 20 years, being the longer for strategical acquirees with a strong market position and a long-range earnings potential. The book value of goodwill is evaluated currently and written down in the profit and loss account in those cases where the book value exceeds the expected future net income from the enterprise or the activity, to which the goodwill is attached. Negative balances (negative goodwill) is recognised as income in the profit and loss account at the date of acquisition when the general requirements for recognition of income are met.

#### Other securities and equity investments

Securities and equity investments recognised under fixed assets comprise unlisted equity investments are measured at cost. Writedown takes place to the recoverable amount, if this value is lower than the book value.

## Writedown of fixed assets

The book values of tangible fixed assets, equity investments in subsidiaries and other securities and equity investments are subject to annual impairment tests in order to disclose any indications of impairment beyond those expressed by amortisation and depreciation respectively.

If indications of impairment are disclosed, impairment tests are carried out for each individual asset or group of assets respectively. Writedown takes place to the recoverable amount, if this value is lower than the book value.

The recoverable value is equal to the value of the net selling price or the value in use, whichever is higher. The value in use is determined as the present value of the expected net cash flow deriving from the use of the asset or the group of assets.

Previously recognised writedown is reversed when the condition for the writedown no longer exists. Writedown relating to goodwill is not reversed.

## Debtors

Debtors are measured at amortised cost which usually corresponds to face value. In order to meet expected losses, writedown takes place at the net realisable value.

## Available funds

Available funds comprise cash at bank and in hand.

## Equity

## Dividend

Dividend expected to be distributed for the year is recognised as a separate item under the equity. Proposed dividend is recognised as a liability at the time of approval by the general meeting (the time of declaration).

#### Corporate tax and deferred tax

Current tax receivable and tax liabilities are recognised in the balance sheet at the amount calculated on the basis of the expected taxable income for the year adjusted for tax on previous years' taxable income and prepaid taxes. Tax receivable and tax liabilities are set off to the extent that legal right of set-off exists and if the items are expected to be settled net or simultaneously.

Anne Holding ApS is jointly taxed with the Danish group companies and acts in this respect as the administration company. According to the rules of joint taxation, Anne Holding ApS is unlimited, jointly and severally liable towards the Danish tax authorities for the total corporation tax, including withholding tax on interest, royalties and dividends, arising within the jointly taxed group of companies.

Deferred tax is measured on the basis of all temporary differences in assets and liabilities with a balance sheet focus.

Deferred tax assets, including the tax value of tax losses eligible for carry-over, are recognised at the value at which they are expected to be realisable, either by settlement against tax of future earnings or by set-off in deferred tax liabilities within the same legal tax unit.

Deferred tax is measured based on the tax rules and tax rates applying under the legislation on the balance sheet date and prevailing when the deferred tax is expected to be released as current tax.

#### Liabilities

Other liabilities are measured at amortised cost which usually corresponds to the nominal value.