

---

# *Kruso A/S*

Landemærket 10, 6. sal, DK-1119 København K

## Annual Report for 2022

---

CVR No. 25 52 43 65

The Annual Report was  
presented and adopted  
at the Annual General  
Meeting of the  
company  
on 30/6 2023

Niels Ebbe Ebbesen  
Chairman of the  
general meeting



# Contents

	<u>Page</u>
<b>Management's Statement and Auditor's Report</b>	
Management's Statement	1
Independent Auditor's Report	2
<b>Management's Review</b>	
Company information	4
Management's Review	5
<b>Financial Statements</b>	
Income Statement 1 January - 31 December	6
Balance sheet 31 December	7
Statement of changes in equity	9
Notes to the Financial Statements	10

# Management's statement

The Executive Board and Board of Directors have today considered and adopted the Financial Statements of Kruso A/S for the financial year 1 January - 31 December 2022.

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 financial position at 31 December 2022 of the Company and of the results of the Company operations for 2022.

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

We recommend that the Financial Statements be adopted at the Annual General Meeting.

Copenhagen, 30 June 2023

## Executive Board

Niels Ebbe Ebbesen  
Manager

Lars Ørum Andersen  
Manager

## Board of Directors

Niels Lenander Jensen  
Chairman

Morten Ersbøll Ebbesen

Niels Ebbe Ebbesen

Michael Sølling

# Independent Auditor's report

To the shareholder of Kruso 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 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.

We have audited the Financial Statements of Kruso A/S for the financial year 1 January - 31 December 2022, which comprise income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies ("the Financial Statements").

## Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and the additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the "Auditor's responsibilities for the audit of the Financial Statements" section of our report. We are independent of the 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.

## 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, in our view, 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 in Management's Review.

## 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.

# 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.
- 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, 30 June 2023

**PricewaterhouseCoopers**

Statsautoriseret Revisionspartnerselskab

*CVR No 33 77 12 31*

Nikolaj Erik Johnsen

State Authorised Public Accountant

mne35806

## Company information

<b>The Company</b>	Kruso A/S Landemærket 10, 6. sal DK-1119 København K  CVR No: 25 52 43 65 Financial period: 1 January - 31 December Incorporated: 1 July 2000 Financial year: 22th financial year Municipality of reg. office: Copenhagen
<b>Board of Directors</b>	Niels Lenander Jensen, chairman Morten Ersbøll Ebbesen Niels Ebbe Ebbesen Michael Sølling
<b>Executive Board</b>	Niels Ebbe Ebbesen Lars Ørum Andersen
<b>Auditors</b>	PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab Strandvejen 44 2900 Hellerup

# Management's review

## Key activities

Kruso is a Nordic tech agency that develops digital services and commerce platforms for Danish and international brands, as well as large public organizations. Our clients include Triumph Motorcycles, IKEA, Ridestore.com, INCO, Alfa Laval, String Furniture, Tetra Pak, Hultafors Group, the Danish Parliament, the Danish Competition and Consumer Authority, and 25 municipalities in the country. We have independent offices in Aarhus, Copenhagen, Malmö, Gothenburg, Stockholm, and Amsterdam, as well as delivery centers in Lviv and Lisbon.

## Development in the year

The income statement of the Company for 2022 shows a profit of DKK 2,180,215, and at 31 December 2022 the balance sheet of the Company shows positive equity of DKK 14,353,622.

2022 has been a satisfactory year for Kruso, given a somewhat cooled down market and consequently lower order intake. Additionally, we have made extraordinary investments in establishing a new office in the Netherlands, as well as in competence development and new customer relations. Despite this, our Danish organization and Swedish subsidiary (whose results are not included in the Danish financial statements) have achieved profitable growth across our offices of approximately 20 percent, albeit with a somewhat lower result than the two previous years.

Historically, Kruso has grown at an average rate of around 25 percent per year over the past 5 years and has had positive EBITDA since 2019, which leads us to believe that we have found a solid and scalable strategy for the company.

## Statement on gender composition

### Adaptability

As a consequence of a general challenging market situation, we initiated an optimization process towards the end of 2022, focusing on strengthening our sales and marketing organization, as well as streamlining our delivery operations. We are now experiencing the effects of this market adaption with increased order intake and more efficient operations.

We continue to focus on nurturing and developing our strong culture. At Kruso, we care deeply about our employees and value a positive and inclusive work environment where everyone is on an equal footing. We have low employee churn and continue to succeed in attracting and retaining the necessary talent.

## Goals and expectations for the upcoming year

We expect continued profitable growth for 2023 and plan for further expansion into new markets, as well as strengthening our services and core business.

## Subsequent events

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

## Income statement 1 January - 31 December

	Note	2022	2021
		DKK	DKK
Revenue		63,673,327	53,497,329
Other operating income		214,200	220,000
Expenses for raw materials and consumables		-11,357,649	-8,578,828
Other external expenses		-6,574,709	-5,843,640
<b>Gross profit</b>		<b>45,955,169</b>	<b>39,294,861</b>
Staff expenses	1	-42,387,898	-32,137,334
Amortisation, depreciation and impairment losses of intangible assets and property, plant and equipment	2	-869,172	-765,575
<b>Profit/loss before financial income and expenses</b>		<b>2,698,099</b>	<b>6,391,952</b>
Income from investments in subsidiaries		151,312	-151,312
Financial income	3	0	16,297
Financial expenses	4	-85,536	-96,150
<b>Profit/loss before tax</b>		<b>2,763,875</b>	<b>6,160,787</b>
Tax on profit/loss for the year	5	-583,660	-1,436,121
<b>Net profit/loss for the year</b>		<b>2,180,215</b>	<b>4,724,666</b>

### Distribution of profit

	2022	2021
	DKK	DKK
<b>Proposed distribution of profit</b>		
Retained earnings	2,180,215	4,724,666
	<b>2,180,215</b>	<b>4,724,666</b>



## Balance sheet 31 December

### Assets

	Note	2022 DKK	2021 DKK
Goodwill		511,381	1,022,761
Development projects in progress		35,901	53,852
<b>Intangible assets</b>	6	<b>547,282</b>	<b>1,076,613</b>
Other fixtures and fittings, tools and equipment		257,833	369,671
Leasehold improvements		390,209	437,328
<b>Property, plant and equipment</b>	7	<b>648,042</b>	<b>806,999</b>
Investments in subsidiaries	8	226,330	226,330
Deposits	9	680,033	653,698
<b>Fixed asset investments</b>		<b>906,363</b>	<b>880,028</b>
<b>Fixed assets</b>		<b>2,101,687</b>	<b>2,763,640</b>
Trade receivables		13,276,986	10,580,613
Contract work in progress		2,519,019	3,116,660
Receivables from group enterprises		268,430	31,163
Other receivables		0	4,637
Deferred tax asset		30,495	30,495
Prepayments		377,750	685,094
<b>Receivables</b>		<b>16,472,680</b>	<b>14,448,662</b>
<b>Cash at bank and in hand</b>		<b>4,106,038</b>	<b>7,069,327</b>
<b>Current assets</b>		<b>20,578,718</b>	<b>21,517,989</b>
<b>Assets</b>		<b>22,680,405</b>	<b>24,281,629</b>

# Balance sheet 31 December

## Liabilities and equity

	Note	2022	2021
		DKK	DKK
Share capital		506,725	500,000
Share premium account		493,275	0
Retained earnings		13,353,622	11,173,407
<b>Equity</b>		<b>14,353,622</b>	<b>11,673,407</b>
Other provisions		300,000	294,441
<b>Provisions</b>		<b>300,000</b>	<b>294,441</b>
Other payables		0	1,841,525
<b>Long-term debt</b>		<b>0</b>	<b>1,841,525</b>
Prepayments received from customers		1,443,087	1,787,788
Trade payables		1,597,470	1,712,202
Payables to group enterprises		0	80,074
Corporation tax		583,660	1,413,302
Deposits		40,800	40,800
Other payables		4,361,766	5,438,090
<b>Short-term debt</b>		<b>8,026,783</b>	<b>10,472,256</b>
<b>Debt</b>		<b>8,026,783</b>	<b>12,313,781</b>
<b>Liabilities and equity</b>		<b>22,680,405</b>	<b>24,281,629</b>
Contingent assets, liabilities and other financial obligations	10		
Accounting Policies	11		

## Statement of changes in equity

	Share capital	Share premium account	Retained earnings	Total
	DKK	DKK	DKK	DKK
Equity at 1 January	500,000	0	11,173,407	11,673,407
Capital increase	6,725	493,275	0	500,000
Net profit/loss for the year	0	0	2,180,215	2,180,215
<b>Equity at 31 December</b>	<b>506,725</b>	<b>493,275</b>	<b>13,353,622</b>	<b>14,353,622</b>

# Notes to the Financial Statements

	2022	2021
	DKK	DKK
<b>1. Staff Expenses</b>		
Wages and salaries	35,731,782	27,607,990
Pensions	4,793,514	3,502,140
Other social security expenses	-403,946	-389,656
Other staff expenses	2,266,548	1,416,860
	<u>42,387,898</u>	<u>32,137,334</u>
 Average number of employees	 <u>64</u>	 <u>59</u>

	2022	2021
	DKK	DKK
<b>2. Amortisation, depreciation and impairment losses of intangible assets and property, plant and equipment</b>		
Amortisation of intangible assets	529,332	529,332
Depreciation of property, plant and equipment	339,840	236,243
	<u>869,172</u>	<u>765,575</u>

	2022	2021
	DKK	DKK
<b>3. Financial income</b>		
Exchange adjustments	0	16,297
	<u>0</u>	<u>16,297</u>

	2022	2021
	DKK	DKK
<b>4. Financial expenses</b>		
Other financial expenses	45,016	52,362
Exchange adjustments, expenses	24,582	26,957
Exchange loss	15,938	16,831
	<u>85,536</u>	<u>96,150</u>

## Notes to the Financial Statements

	<u>2022</u>	<u>2021</u>
	DKK	DKK
<b>5. Income tax expense</b>		
Current tax for the year	583,660	1,413,302
Deferred tax for the year	0	22,819
	<u>583,660</u>	<u>1,436,121</u>

## 6. Intangible fixed assets

	<u>Goodwill</u>	<u>Develop- ment projects in progress</u>
	DKK	DKK
Cost at 1 January	3,579,665	89,754
Cost at 31 December	<u>3,579,665</u>	<u>89,754</u>
Impairment losses and amortisation at 1 January	2,556,904	35,902
Amortisation for the year	511,380	17,951
Impairment losses and amortisation at 31 December	<u>3,068,284</u>	<u>53,853</u>
<b>Carrying amount at 31 December</b>	<u>511,381</u>	<u>35,901</u>
Amortised over	<u>7 years</u>	<u>5 years</u>

# Notes to the Financial Statements

## 7. Property, plant and equipment

	Other fixtures and fittings, tools and equipment	Leasehold improvements
	DKK	DKK
Cost at 1 January	596,984	585,428
Additions for the year	134,485	90,860
Disposals for the year	-162,565	-5,000
Cost at 31 December	<u>568,904</u>	<u>671,288</u>
Impairment losses and depreciation at 1 January	227,313	148,100
Depreciation for the year	83,758	132,979
Impairment losses and depreciation at 31 December	<u>311,071</u>	<u>281,079</u>
<b>Carrying amount at 31 December</b>	<b><u>257,833</u></b>	<b><u>390,209</u></b>
Amortised over	<u>3-5 years</u>	<u>10 years</u>
	2022	2021
	DKK	DKK

## 8. Investments in subsidiaries

Cost at 1 January	<u>226,330</u>	<u>226,330</u>
Cost at 31 December	<u>226,330</u>	<u>226,330</u>
<b>Carrying amount at 31 December</b>	<b><u>226,330</u></b>	<b><u>226,330</u></b>

Investments in subsidiaries are specified as follows:

Name	Place of registered office	Share capital	Ownership
Kruso Digital AB	Sverige	50.000 SEK	100%

# Notes to the Financial Statements

## 9. Other fixed asset investments

	Deposits
	DKK
Cost at 1 January	653,698
Additions for the year	26,335
Cost at 31 December	<u>680,033</u>
<b>Carrying amount at 31 December</b>	<b><u>680,033</u></b>

## 10. Contingent assets, liabilities and other financial obligations

### Rental and lease obligations

Lease obligations under operating leases. Total future lease payments:

	2022	2021
	DKK	DKK
Within 1 year	3,376,116	3,612,802
Between 1 and 5 years	4,287,297	2,600,743
	<u>7,663,413</u>	<u>6,213,545</u>

### 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 Nescon ApS, 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.

# Notes to the Financial Statements

## 11. Accounting policies

The Annual Report of Kruso A/S for 2022 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 2022 are presented in DKK.

### 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.

### Translation policies

Danish kroner is used as the presentation currency. All other currencies are regarded as foreign currencies.

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

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

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

### Income statement

#### Net sales

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

Services are recognised at the rate of completion of the service to which the contract relates by using the percentage-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 service and 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 the service.



# Notes to the Financial Statements

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

## **Expenses for raw materials and consumables**

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

## **Other external expenses**

Other external expenses comprise expenses for premises, sales as well as office expenses, etc.

## **Staff expenses**

Staff costs include wages and salaries including compensated absence and pensions as well as other social security contributions etc. made to the entity's employees. The item is net of refunds made by public authorities.

## **Amortisation, depreciation and impairment losses**

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

## **Other operating income and expenses**

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

## **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 100% owned Danish and foreign subsidiaries. The tax effect of the joint taxation is allocated to Danish enterprises in proportion to their taxable incomes.

## **Balance sheet**

### **Intangible fixed assets**

Goodwill acquired is measured at cost less accumulated amortisation. Goodwill is amortised on a straight-line basis over its useful life, which is assessed at 7 year.

### **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 contracted directly for financing the construction of property, plant and equipment are recognised in cost over the construction period.

# Notes to the Financial Statements

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	3-5 years
Leasehold improvements	10 years

The fixed assets' residual values are determined at nil.

Depreciation period and residual value are reassessed annually.

## Impairment of fixed assets

The carrying amounts of intangible assets and property, plant and equipment and investments 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.

## Investments in subsidiaries

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

## Other fixed asset investments

Other fixed asset investments consist of deposits

## 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 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 as incurred.

## Prepayments

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

## Provisions

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.

# Notes to the Financial Statements

## Deferred tax assets and liabilities

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

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

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

## Current tax receivables and liabilities

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

## Financial debts

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