

Unisense Environment A/S
Tueager 1
8200 Aarhus N
Central Business Registration No
25570588

Annual report 2017

The Annual General Meeting adopted the annual report on 14.05.2018

Chairman of the General Meeting



Name: Carl Erik Skovgaard Sørensen

Contents

	<u>Page</u>
Entity details	1
Statement by Management on the annual report	2
Independent auditor's report	3
Management commentary	6
Income statement for 2017	7
Balance sheet at 31.12.2017	8
Statement of changes in equity for 2017	10
Notes	11
Accounting policies	14

Entity details

Entity

Unisense Environment A/S

Tueager 1

8200 Aarhus N

Central Business Registration No: 25570588

Registered in: Aarhus

Financial year: 01.01.2017 - 31.12.2017

Board of Directors

Carl Erik Skovgaard Sørensen, formand

Flemming Besenbacher

Lars Rabe Tønnesen

Ole Pedersen

Michael Gustav Brock

Executive Board

Niels Christian Buur

Auditors

Deloitte Statsautoriseret Revisionspartnerselskab

City Tower, Værkmestergade 2

8000 Aarhus C

Lead Client Service Partner: Klaus Tvede-Jensen

Statement by Management on the annual report

The Board of Directors and the Executive Board have today considered and approved the annual report of Unisense Environment A/S for the financial year 01.01.2017 - 31.12.2017.

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

In our opinion, the financial statements give a true and fair view of the Entity's financial position at 31.12.2017 and of the results of its operations for the financial year 01.01.2017 - 31.12.2017.

We believe that the management commentary contains a fair review of the affairs and conditions referred to therein.

We recommend the annual report for adoption at the Annual General Meeting.

Aarhus, 12.03.2018

Executive Board

Niels Christian Buur

Board of Directors

Carl Erik Skovgaard Sørensen
formand

Flemming Besenbacher

Lars Rabe Tønnesen

Ole Pedersen

Michael Gustav Brock

Independent auditor's report

To the shareholders of Unisense Environment A/S

Opinion

We have audited the financial statements of Unisense Environment A/S for the financial year 01.01.2017 - 31.12.2017, which comprise the income statement, balance sheet, statement of changes in equity and notes, including 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 Entity's financial position at 31.12.2017 and of the results of its operations for the financial year 01.01.2017 - 31.12.2017 in accordance with the Danish Financial statements Act.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and 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 this auditor's report. We are independent of the Entity in accordance with the International Ethics Standards Board of 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. 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 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 Entity's ability to continue as a going concern, for disclosing, as applicable, matters related to going concern, and for using the going concern basis of accounting in preparing the financial statements unless Management either intends to liquidate the Entity 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 judgement and maintain professional scepticism throughout the audit. We also:

Independent auditor's report

- 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 Entity'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 Entity'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 Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures in the notes, 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 the management commentary

Management is responsible for the management commentary.

Our opinion on the financial statements does not cover the 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 the management commentary and, in doing so, consider whether the management commentary is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether the management commentary provides the information required under the Danish Financial statements Act.

Independent auditor's report

Based on the work we have performed, we conclude that the 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 the management commentary.

Aarhus, 12.03.2018

Deloitte

Statsautoriseret Revisionspartnerselskab
Central Business Registration No: 33963556

Klaus Tvede-Jensen
State Authorised Public Accountant
Identification number (MNE) mne23304

Jens Lauridsen
State Authorised Public Accountant
Identification number (MNE) mne34323

Management commentary

Primary activities

The purpose of the company is the development, production, marketing, and sales of technology to optimize wastewater treatment plants and other related activities within bioprocess optimization.

Development in activities and finances

Net revenue from sales of nitrous oxide sensor systems was lower than last year, which was mainly caused by lack of nitrous oxide regulations to motivate water utilities to measure emission of this harmful climate gas from their wastewater treatment plants. The financial result was a loss of DKK (873.215) compared with last year's loss at DKK (1.733.437). The negative financial result created a negative equity, which is expected to be restored in the coming years.

In the last month of the year, the Ministry of Environment and Food in Denmark launched a DKK 5.000.000 MUDP grant support program for water utilities' measurement and reduction of nitrous oxide climate gas emission. The company believes, that this grant support program will increase the sales volume of nitrous oxide sensors in Denmark in 2018-2019. Eventually, this can lead to future domestic and international regulations of nitrous oxide climate gas emission from wastewater treatment plants, which will increase the demand for nitrous oxide sensor systems.

Events after the balance sheet date

No events have occurred after the balance sheet date to this date, which would influence the evaluation of this annual report.

Income statement for 2017

	<u>Notes</u>	<u>2017 DKK</u>	<u>2016 DKK</u>
Gross profit		180.916	(31.505)
Staff costs	1	(270.103)	(1.549.433)
Depreciation, amortisation and impairment losses		<u>(458.950)</u>	<u>(352.928)</u>
Operating profit/loss		(548.137)	(1.933.866)
Other financial income		0	4.648
Other financial expenses		<u>(367.178)</u>	<u>(362.051)</u>
Profit/loss before tax		(915.315)	(2.291.269)
Tax on profit/loss for the year	2	<u>42.100</u>	<u>557.832</u>
Profit/loss for the year		<u>(873.215)</u>	<u>(1.733.437)</u>
Proposed distribution of profit/loss			
Retained earnings		<u>(873.215)</u>	<u>(1.733.437)</u>
		<u>(873.215)</u>	<u>(1.733.437)</u>

Balance sheet at 31.12.2017

	<u>Notes</u>	<u>2017 DKK</u>	<u>2016 DKK</u>
Development projects in progress		3.516.415	3.806.941
Intangible assets	3	<u>3.516.415</u>	<u>3.806.941</u>
Other fixtures and fittings, tools and equipment		3.143	29.059
Property, plant and equipment	4	<u>3.143</u>	<u>29.059</u>
Other receivables		24.734	48.375
Fixed asset investments	5	<u>24.734</u>	<u>48.375</u>
Fixed assets		<u>3.544.292</u>	<u>3.884.375</u>
Raw materials and consumables		190.950	215.940
Inventories		<u>190.950</u>	<u>215.940</u>
Trade receivables		183.521	151.275
Other receivables		118.356	122.755
Prepayments		13.000	12.800
Receivables		<u>314.877</u>	<u>286.830</u>
Cash		<u>426.758</u>	<u>939.558</u>
Current assets		<u>932.585</u>	<u>1.442.328</u>
Assets		<u>4.476.877</u>	<u>5.326.703</u>

Balance sheet at 31.12.2017

	<u>Notes</u>	<u>2017 DKK</u>	<u>2016 DKK</u>
Contributed capital	6	500.000	500.000
Reserve for development expenditure		0	88.780
Retained earnings		<u>(6.491.879)</u>	<u>(5.707.444)</u>
Equity		<u>(5.991.879)</u>	<u>(5.118.664)</u>
Deferred tax		<u>227.900</u>	<u>270.000</u>
Provisions		<u>227.900</u>	<u>270.000</u>
Payables to other credit institutions		3.809.525	4.000.000
Convertible and dividend-yielding debt instruments		6.214.735	5.971.053
Prepayments received from customers		34.821	34.820
Trade payables		79.819	72.648
Payables to group enterprises		38.599	11.895
Other payables		<u>63.357</u>	<u>84.951</u>
Current liabilities other than provisions		<u>10.240.856</u>	<u>10.175.367</u>
Liabilities other than provisions		<u>10.240.856</u>	<u>10.175.367</u>
Equity and liabilities		<u>4.476.877</u>	<u>5.326.703</u>
Contingent liabilities	7		
Mortgages and securities	8		

Statement of changes in equity for 2017

	Contributed capital DKK	Reserve for development expenditure DKK	Retained earnings DKK	Total DKK
Equity beginning of year	500.000	88.780	(5.707.444)	(5.118.664)
Other equity postings	0	(88.780)	88.780	0
Profit/loss for the year	0	0	(873.215)	(873.215)
Equity end of year	500.000	0	(6.491.879)	(5.991.879)

Notes

	2017	2016
	DKK	DKK
1. Staff costs		
Wages and salaries	230.645	1.415.030
Pension costs	18.900	48.606
Other social security costs	4.778	18.008
Other staff costs	15.780	67.789
	270.103	1.549.433
Average number of employees	1	2
	2017	2016
	DKK	DKK
2. Tax on profit/loss for the year		
Change in deferred tax for the year	(42.100)	(504.000)
Effect of changed tax rates	0	(53.832)
	(42.100)	(557.832)
		Develop- ment projects in progress DKK
3. Intangible assets		
Cost beginning of year		4.262.944
Additions		142.508
Cost end of year		4.405.452
Amortisation and impairment losses beginning of year		(456.003)
Impairment losses for the year		(433.034)
Amortisation and impairment losses end of year		(889.037)
Carrying amount end of year		3.516.415

Development projects in progress

The Company has developed and patented its nitrous oxide electrochemical sensor technology, and it has integrated this into the N2O Wastewater System. Nitrous oxide is a highly potent climate gas which is formed during wastewater treatment. Wastewater utilities can measure, monitor and reduce their nitrous oxide emission with the N2O Wastewater System. During 2017 there have been no development costs in the

Notes

Company except from costs associated with the patent. The Ministry of Environment and Food in Denmark has launched a grant support program for water utilities' measurement and reduction of nitrous oxide emission, and the Company believes that this will increase the market for its products in 2018-2019. Most likely, this will eventually result in regulations on nitrous oxide emission, which will increase the market demand for the Company's nitrous oxide sensor technology.

	Other fixtures and fittings, tools and equipment DKK		
4. Property, plant and equipment			
Cost beginning of year	160.368		
Cost end of year	160.368		
Depreciation and impairment losses beginning of the year	(131.309)		
Depreciation for the year	(25.916)		
Depreciation and impairment losses end of the year	(157.225)		
Carrying amount end of year	3.143		
	Other receivables DKK		
5. Fixed asset investments			
Cost beginning of year	48.375		
Disposals	(23.641)		
Cost end of year	24.734		
Carrying amount end of year	24.734		
	Nominal value DKK		
6. Contributed capital	Number	Par value DKK	Nominal value DKK
Shares	50.000	10	500.000
	50.000		500.000

Notes

7. Contingent liabilities

The Entity participates in a Danish joint taxation arrangement in which Unisense Holding 2 A/S serves as the administration company. According to the joint taxation provisions of the Danish Corporation Tax Act, the Entity is therefore liable from the financial year 2013 for income taxes etc for the jointly taxed entities, and from 1 July 2012 for obligations, if any, relating to the withholding of tax on interest, royalties and dividend for the jointly taxed entities. The total known net liability of the jointly taxed entities under the joint taxation arrangement is evident from the administration company's financial statements.

8. Mortgages and securities

Bank debts are secured by way of a deposited all-monies mortgage providing security in a floating charge of DKK 2,000k on the company's intangible assets, plant and equipment, inventories as well as receivables.

Accounting policies

Reporting class

This annual report has been presented in accordance with the provisions of the Danish Financial Statements Act governing reporting class B enterprises with addition of certain provisions for reporting class C.

The accounting policies applied for these financial statements are consistent with those applied last year, however with some reclassifications.

Recognition and measurement

Assets are recognised in the balance sheet when it is probable as a result of a prior event that future economic benefits will flow to the Entity, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when the Entity has a legal or constructive obligation as a result of a prior event, and it is probable that future economic benefits will flow out of the Entity, and the value of the liability can be measured reliably.

On initial recognition, assets and liabilities are measured at cost. Measurement subsequent to initial recognition is effected as described below for each financial statement item.

Anticipated risks and losses that arise before the time of presentation of the annual report and that confirm or invalidate affairs and conditions existing at the balance sheet date are considered at recognition and measurement.

Income is recognised in the income statement when earned, whereas costs are recognised by the amounts attributable to this financial year.

Foreign currency translation

On initial recognition, foreign currency transactions are translated applying the exchange rate at the transaction date. Receivables, payables and other monetary items denominated in foreign currencies that have not been settled at the balance sheet date are translated using the exchange rate at the balance sheet date. Exchange differences that arise between the rate at the transaction date and the rate in effect at the payment date, or the rate at the balance sheet date are recognised in the income statement as financial income or financial expenses.

Income statement

Gross profit or loss

Gross profit or loss comprises revenue, changes in inventories of finished goods and work in progress, own work capitalised, other operating income, cost of raw materials and consumables and external expenses.

Revenue

Revenue from the sale of manufactured goods and goods for resale is recognised in the income statement when delivery is made and risk has passed to the buyer. Revenue is recognised net of VAT, duties and sales discounts and is measured at fair value of the consideration fixed.

Accounting policies

Cost of sales

Cost of sales comprises goods consumed in the financial year measured at cost, adjusted for ordinary inventory writedowns.

Other external expenses

Other external expenses include expenses relating to the Entity's ordinary activities, including expenses for premises, stationery and office supplies, marketing costs, etc. This item also includes writedowns of receivables recognised in current assets.

Staff costs

Staff costs comprise salaries and wages as well as social security contributions, pension contributions, etc for entity staff.

Depreciation, amortisation and impairment losses

Amortisation, depreciation and impairment losses relating to intangible assets and property, plant and equipment comprise amortisation, depreciation and impairment losses for the financial year, calculated on the basis of the residual values and useful lives of the individual assets and impairment testing as well as gains and losses from the sale of intangible assets as well as property, plant and equipment.

Other financial income

Other financial income comprises dividends etc received on other investments, interest income, including interest income on receivables from group enterprises, net capital gains on securities, payables and transactions in foreign currencies, amortisation of financial assets as well as tax relief under the Danish Tax Prepayment Scheme etc.

Other financial expenses

Other financial expenses comprise interest expenses, including interest expenses on payables to group enterprises, net capital losses on securities, payables and transactions in foreign currencies, amortisation of financial liabilities as well as tax surcharge under the Danish Tax Prepayment Scheme etc.

Tax on profit/loss for the year

Tax for the year, which consists of current tax for the year and changes in deferred tax, is recognised in the income statement by the portion attributable to the profit for the year and recognised directly in equity by the portion attributable to entries directly in equity.

The Entity is jointly taxed with the parent. The current Danish income tax is allocated among the jointly taxed entities proportionally to their taxable income (full allocation with a refund concerning tax losses).

Balance sheet

Intellectual property rights etc

Intellectual property rights etc comprise development projects completed and in progress with related intellectual property rights.

Accounting policies

Development projects on clearly defined and identifiable products and processes, for which the technical rate of utilisation, adequate resources and a potential future market or development opportunity in the enterprise can be established, and where the intention is to manufacture, market or apply the product or process in question, are recognised as intangible assets. Other development costs are recognised as costs in the income statement as incurred. When recognising development projects as intangible assets, an amount equalling the costs incurred is taken to equity under Reserve for development costs that is reduced as the development projects are amortised and written down.

The cost of development projects comprises costs such as salaries and amortisation that are directly and indirectly attributable to the development projects.

Completed development projects are amortised on a straight-line basis using their estimated useful lives of the assets. The amortisation period is 5 years.

Property, plant and equipment

Other fixtures and fittings, tools and equipment are measured at cost less accumulated depreciation and impairment losses.

Cost comprises the acquisition price, costs directly attributable to the acquisition and preparation costs of the asset until the time when it is ready to be put into operation.

The basis of depreciation is cost less estimated residual value after the end of useful life. Straight-line depreciation is made on the basis of the following estimated useful lives of the assets:

Other fixtures and fittings, tools and equipment	5 years
--	---------

Estimated useful lives and residual values are reassessed annually.

Items of property, plant and equipment are written down to the lower of recoverable amount and carrying amount.

Receivables

Receivables are measured at amortised cost, usually equalling nominal value less writedowns for bad and doubtful debts.

Inventories

Inventories are measured at the lower of cost using the FIFO method and net realisable value.

Cost consists of purchase price plus delivery costs. Cost of manufactured goods and work in progress consists of costs of raw materials, consumables, direct labour costs and indirect production costs.

The net realisable value of inventories is calculated as the estimated selling price less completion costs and costs incurred to execute sale.

Accounting policies

Prepayments

Prepayments comprise incurred costs relating to subsequent financial years. Prepayments are measured at cost.

Cash

Cash comprises cash in hand and bank deposits.

Deferred tax

Deferred tax is recognised on all temporary differences between the carrying amount and tax-based value of assets and liabilities, for which the tax-based value of assets is calculated based on the planned use of each asset.

Deferred tax assets, including the tax base of tax loss carryforwards, are recognised in the balance sheet at their estimated realisable value, either as a set-off against deferred tax liabilities or as net tax assets.

Other financial liabilities

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

Prepayments received from customers

Prepayments received from customers comprise amounts received from customers prior to delivery of the goods agreed or completion of the service agreed.

PENNEO

Underskrifterne i dette dokument er juridisk bindende. Dokumentet er underskrevet via Penneo™ sikker digital underskrift. Underskrivernes identiteter er blevet registreret, og informationerne er listet herunder.

"Med min underskrift bekræfter jeg indholdet og alle datoer i dette dokument."

Niels Christian Buur

Adm. direktør

Serienummer: PID:9208-2002-2-848893938665

IP: 5.103.115.166

2018-04-05 13:03:24Z

NEM ID 

Flemming Besenbacher

Bestyrelsesmedlem

Serienummer: PID:9208-2002-2-673349338151

IP: 87.48.135.134

2018-04-05 13:49:35Z

NEM ID 

Klaus Tvede-Jensen

Revisor

Serienummer: PID:9208-2002-2-936357131485

IP: 83.151.131.196

2018-04-05 14:09:58Z

NEM ID 

Jens Lauridsen

Revisor

Serienummer: CVR:33963556-RID:84811611

IP: 83.151.131.196

2018-04-05 20:13:03Z

NEM ID 

Ole Pedersen

Bestyrelsesmedlem

Serienummer: PID:9208-2002-2-272758814929

IP: 5.186.122.136

2018-04-06 05:59:18Z

NEM ID 

Michael Gustav Brock

Bestyrelsesmedlem

Serienummer: PID:9208-2002-2-302606128752

IP: 80.167.173.131

2018-04-06 08:53:04Z

NEM ID 

Carl Erik Skovgaard

Bestyrelsesformand

Serienummer: PID:9208-2002-2-935407241417

IP: 2.106.43.65

2018-04-09 12:14:49Z

NEM ID 

Lars Rabe Tønnesen

Bestyrelsesmedlem

Serienummer: PID:9208-2002-2-862434149111

IP: 87.54.45.34

2018-04-09 15:33:04Z

NEM ID 

Dette dokument er underskrevet digitalt via **Penneo.com**. Signeringsbeviserne i dokumentet er sikret og valideret ved anvendelse af den matematiske hashværdi af det originale dokument. Dokumentet er låst for ændringer og tidsstempelt med et certifikat fra en betroet tredjepart. Alle kryptografiske signeringsbeviser er indlejret i denne PDF, i tilfælde af de skal anvendes til validering i fremtiden.

Sådan kan du sikre, at dokumentet er originalt

Dette dokument er beskyttet med et Adobe CDS certifikat. Når du åbner dokumentet

i Adobe Reader, kan du se, at dokumentet er certificeret af **Penneo e-signature service** <penneo@penneo.com>. Dette er din garanti for, at indholdet af dokumentet er uændret.

Du har mulighed for at efterprøve de kryptografiske signeringsbeviser indlejret i dokumentet ved at anvende Penneos validator på følgende websted: <https://penneo.com/validate>