

# **Grabow ApS**

c/o Mark Grabow, Fuglevadsvej 35, 2800 Kgs. Lyngby

Company reg. no. 25 83 57 86

# **Annual report**

1 January - 31 December 2021

The annual report was submitted and approved by the general meeting on the 28 June 2022.

Mark Derham Grabow

Chairman of the meeting

Notes to users of the English version of this document:

- This document is a translation of a Danish version of the document. In the event of any dispute regarding the interpretation of any part of the document, the Danish version of the document shall prevail.
- To ensure the greatest possible applicability of this document, IAS/IFRS English terminology has been used.
- Please note that decimal points remain unchanged from Danish version of the document. This means that DKK 146.940 corresponds to the English amount of DKK 146.940, and that 23.5 % corresponds to 23.5 %.
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REVISORGRUPPEN DANMARK

**MOORE** 

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## Management's statement

Today, the Managing Director has approved the annual report of Grabow ApS for the financial year 1 January - 31 December 2021.

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

I consider the chosen accounting policy to be appropriate, and in my opinion, the financial statements give a true and fair view of the financial position of the Company at 31 December 2021 and of the results of the Company's operations for the financial year 1 January - 31 December 2021.

Further, in my opinion, the Management's review gives a true and fair review of the matters discussed in the Management's review.

We recommend that the annual report be approved at the Annual General Meeting.

Kgs. Lyngby, 28 June 2022

**Managing Director** 

Mark Derham Grabow

## To the Shareholder of Grabow ApS

#### **Opinion**

We have audited the financial statements of Grabow ApS for the financial year 1 January - 31 December 2021, which comprise income statement, balance sheet, statement of changes in equity, notes and a summary of significant accounting policies, for the Company. The financial statements are prepared under the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the financial position of the Company at 31 December 2021, and of the results of the Company's operations for the financial year 1 January - 31 December 2021 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 (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.

## **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.

## **Independent auditor's report**

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.
- 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'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.

## **Independent auditor's report**

In connection with our audit of the financial statements, our responsibility is to read Management's Review and, in doing so, consider whether Management's Review is materially inconsistent with the financial statements or our knowledge obtained during the audit, or otherwise appears to be materially misstated.

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

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

Copenhagen, 28 June 2022

## **BUUS JENSEN**

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

Ulrik Nørskov State Authorised Public Accountant mne29456

## **Company information**

**The company** Grabow ApS

c/o Mark Grabow Fuglevadsvej 35 2800 Kgs. Lyngby

Company reg. no. 25 83 57 86

Established: 1 December 2000 Domicile: Kgs. Lyngby

Financial year: 1 January - 31 December

22nd financial year

Managing Director Mark Derham Grabow

Auditors BUUS JENSEN, Statsautoriserede revisorer

**Subsidiary** Norce ApS, København

Participating interest GNBL Holding ApS, Rudersdal

## Management's review

## The principal activities of the company

Main activity is equity investments and other securities.

## **Development in activities and financial matters**

The results from ordinary activities after tax for the year totals DKK 20.221.254 against DKK 5.553.329 last year. Management considers the resultat for the year satisfactory.

# **Income statement 1 January - 31 December**

Note	e -	2021	2020
	Gross profit	-203.968	-653.795
1	Staff costs	-782.949	-781.308
	Depreciation and impairment of property, land, and equipment	-68.885	-70.856
	Operating profit	-1.055.802	-1.505.959
	Income from investments in associates	0	496.613
	Other financial income	26.597.142	7.023.159
2	Other financial expenses	-3.836.569	-185.995
	Pre-tax net profit or loss	21.704.771	5.827.818
3	Tax on net profit or loss for the year	-1.483.517	-274.489
	Net profit or loss for the year	20.221.254	5.553.329
	Proposed appropriation of net profit:		
	Reserves for net revaluation according to the equity method	0	559.709
	Dividend for the financial year	3.000.000	2.500.000
	Transferred to retained earnings	17.221.254	2.493.620
	Total allocations and transfers	20.221.254	5.553.329

# **Balance sheet at 31 December**

Note	e	2021	2020
	Non-current assets		
4	Other fixtures and fittings, tools and equipment	309.982	378.867
	Total property, plant, and equipment	309.982	378.867
6	Investment in participating interest	848.209	848.209
	Total investments	848.209	848.209
	Total non-current assets	1.158.191	1.227.076
	Current assets		
	Income tax receivables	0	248.479
	Other receivables	26.038.548	15.480.623
	Prepayments	0	9.357
	Total receivables	26.038.548	15.738.459
	Other financial investments	82.547.865	76.378.201
	Total investments	82.547.865	76.378.201
	Cash and cash equivalents	243.198	699
	Total current assets	108.829.611	92.117.359
	Total assets	109.987.802	93.344.435

# **Balance sheet at 31 December**

Equity a	nd lia	bilities
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Equity and habities		
	2021	2020
Equity		
Contributed capital	125.000	125.000
Reserve for net revaluation according to the equity method	559.709	559.709
Retained earnings	102.136.044	84.914.790
Proposed dividend for the financial year	3.000.000	2.500.000
Total equity	105.820.753	88.099.499
Bank loans	2.423.736	4.217.877
Deulahana	2 422 726	4 217 977
Trade payables	40.000	40.410
Income tax payable	965.094	0
Other payables	738.219	986.649
Total short term liabilities other than provisions	4.167.049	5.244.936
Total liabilities other than provisions	4.167.049	5.244.936
Total equity and liabilities	109.987.802	93.344.435

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# **Statement of changes in equity**

	Contributed capital	Reserve for net revalua-tion according to the eq-uity method	Retained earnings	Proposed dividend for the financial year	Total
Equity 1 January 2020	125.000	0	82.421.170	2.500.000	85.046.170
Distributed dividend	0	0	0	-2.500.000	-2.500.000
Share of profit or loss	0	559.709	2.493.620	2.500.000	5.553.329
Equity 1 January 2021	125.000	559.709	84.914.790	2.500.000	88.099.499
Distributed dividend	0	0	0	-2.500.000	-2.500.000
Share of profit or loss	0	0	17.221.254	3.000.000	20.221.254
	125.000	559.709	102.136.044	3.000.000	105.820.753

A11	amounts	in	DKK.

All	iniounts in DKK.		
		2021	2020
1.	Staff costs		
	Salaries and wages	725.562	725.765
	Pension costs	45.000	45.000
	Other costs for social security	12.387	10.543
		782.949	781.308
	Average number of employees	2	2
2.	Other financial expenses		
	Other financial costs	3.836.569	185.995
		3.836.569	185.995
3.	Tax on net profit or loss for the year		
J.		1 404 002	201.570
	Tax on net profit or loss for the year  Adjustment of tax for previous years	1.484.802 -1.285	281.578 -7.089
	Adjustifient of tax for previous years	1.483.517	274.489
4.	Other fixtures and fittings, tools and equipment		
	Cost 1 January 2021	585.313	585.313
	Cost 31 December 2021	585.313	585.313
	Amortisation and writedown 1 January 2021	-206.446	-135.590
	Amortisation and depreciation for the year	-68.885	-70.856
	Amortisation and writedown 31 December 2021	-275.331	-206.446
	Carrying amount, 31 December 2021	309.982	378.867

A11	amounts	in	DKK.

				31/12 2021	31/12 2020
5.	Investments in subsidiaries				
	Additions during the year			237.500	0
	Cost 31 December 2021			237.500	0
	Revaluation			-237.500	0
	Revaluation 31 December 2021			-237.500	0
	Financial highlights for the enter	prises accord	ling to the latest	t approved annual	reports
	Norce ApS, København	Equity interest 85 %	<b>Equity</b> -2.582.838	Results for the year -41.888	Carrying amount, Grabow ApS
			-2.582.838	-41.888	0
6.	Investment in participating inter  Cost 1 January 2021  Disposals during the year	est		288.500 -237.500	288.500 0
	·				_
	Cost 31 December 2021			51.000	288.500
	Revaluations, opening balance 1 Ja Net profit or loss for the year before	e amortisation	n of goodwill	559.709 0	63.096 496.613
	Reversals for the year concerning of	lisposals		237.500	0
	Revaluation 31 December 2021			797.209	559.709
	Carrying amount, 31 December 2	2021		848.209	848.209
	Financial highlights for the enter	prise accordi	ing to the latest	approved annual	report
		Equity interest	Equity	Results for the year	Carrying amount, Grabow ApS
	GNBL Holding ApS, Rudersdal	30 %	2.827.365	1.655.346	848.209

2.827.365

1.655.346

848.209

## **Notes**

All amounts in DKK.

31/12 2021 31/12 2020

## 7. Disclosures on fair value

Securities and
equity
investments

Fair value at 31 December 2021

82.457.865

Change in fair value of the year recognised in the statement of financial activity

-449.726

## 8. Charges and security

An amount of MDKK 10,9 other securities and equity investments and 0,2 mdkk of available funds, serves as sequiry for any balance with bank.

## 9. Contingencies

## **Contingent liabilities**

Guarantee

The company guaretees for lease in Norce ApS with a redisual maturity of 10 months. The guarentee total 415 t.kr. at end 2021.

Investment commitments

The company has at end 2021 undrawn investing commitments of 34.649 t.kr.

The annual report for Grabow ApS has been presented in accordance with the Danish Financial Statements Act regulations concerning reporting class B enterprises. Furthermore, the company has decided to comply with certain rules applying to reporting class C enterprises.

## Recognition and measurement in general

Income is recognised in the income statement concurrently with its realisation, including the recognition of value adjustments of financial assets and liabilities. Likewise, all costs are recognised in the income statement, including depreciations amortisations, writedowns for impairment, provisions, and reversals due to changes in estimated amounts previously recognised in the income statement.

Assets are recognised in the statement of financial position when it seems probable that future economic benefits will flow to the company and the value of the asset can be reliably measured.

Liabilities are recognised in the statement of financial position when it is seems probable that future economic benefits will flow out of the company and the value of the liability can be reliably measured.

Assets and liabilities are measured at cost at the initial recognition. Hereafter, assets and liabilities are measured as described below for each individual accounting item.

Certain financial assets and liabilities are measured at amortised cost, allowing a constant effective interest rate to be recognised during the useful life of the asset or liability. Amortised cost is recognised as the original cost less any payments, plus/less accrued amortisations of the difference between cost and nominal amount. In this way, capital losses and gains are allocated over the useful life of the liability.

Upon recognition and measurement, allowances are made for such predictable losses and risks which may arise prior to the presentation of the annual report and concern matters that exist on the reporting date.

#### Income statement

#### **Gross loss**

Gross loss comprises the revenue, changes in inventories of finished goods, and work in progress, work performed for own account and capitalised, other operating income, and external costs.

The enterprise will be applying IAS 11 and IAS 18 as its basis of interpretation for the recognition of revenue.

Revenue is recognised in the income statement if delivery and passing of risk to the buyer have taken place before the end of the year and if the income can be determined reliably and inflow is anticipated. Recognition of revenue is exclusive of VAT and taxes and less any discounts relating directly to sales.

Other external expenses comprise expenses incurred for distribution, sales, advertising, administration, premises, loss on receivables, and operational leasing costs.

#### Staff costs

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

## Depreciation, amortisation, and writedown for impairment

Depreciation, amortisation, and writedown for impairment comprise depreciation on, amortisation of, and writedown for impairment of intangible and tangible assets, respectively.

## Financial income and expenses

Financial income and expenses are recognised in the income statement with the amounts concerning the financial year. Financial income and expenses comprise interest income and expenses, financial expenses from financial leasing, realised and unrealised capital gains and losses relating to securities, debt and transactions in foreign currency, amortisation of financial assets and liabilities as well as surcharges and reimbursements under the advance tax scheme, etc.

#### Results from investments in subsidiaries and participating interest

After full elimination of intercompany profit or loss less amortised consolidated goodwill, the investment in the individual subsidiaries are recognised in the income statement as a proportional share of the subsidiaries' post-tax profit or loss.

After full elimination of intercompany profit or loss less amortised of consolidated goodwill, the investment in the participating interest is recognised in the income statement as a proportional share of the participating interests' post-tax profit or loss.

#### Tax on net profit or loss for the year

Tax for the year comprises the current income tax for the year and changes in deferred tax and is recognised in the income statement with the share attributable to the net profit or loss for the year and directly in equity with the share attributable to entries directly in equity.

## Statement of financial position

## Property, plant, and equipment

Property is measured at cost plus revaluations and less accrued depreciation and writedown for impairment. Land is not subject to depreciation.

Property is revaluated on the basis of regular, independent fair-value assessments. Net revaluation at fair value adjustment is recognised directly in equity less deferred tax and tied up in a particular revaluation reserve. Net impairment loss at fair value adjustment is recognised in the income statement.

The depreciable amount is cost plus revaluations at fair value less expected residual value after the end of the useful life of the asset. The amortisation period is fixed at the acquisition date and reassessed annually. If the residual value exceeds the carrying mount of the asset, depreciation is discontinued.

Reversal of previous revaluations and recognised deferred taxes concerning revaluations are recognised directly in company equity.

Other property, plant, and equipment are measured at cost less accrued depreciation and writedown for impairment.

The depreciable amount is cost less any expected residual value after the end of the useful life of the asset. The amortisation period and the residual value are determined at the acquisition date and reassessed annually. If the residual value exceeds the carrying amount, the depreciation is discontinued.

If the amortisation period or the residual value is changed, the effect on amortisation will, in future, be recognised as a change in the accounting estimates.

The cost comprises acquisition cost and costs directly associated with the acquisition until the time when the asset is ready for use.

The cost of a total asset is divided into separate components. These components are depreciated separately, the useful lives of each individual components differing, and the individual component representing a material part of the total cost.

Depreciation is done on a straight-line basis according to an assessment of the expected useful life and the residual value of the individual assets:

Useful life Residual value
Other fixtures and fittings, tools and equipment 3-5 years 0-20 %

Minor assets with an expected useful life of less than 1 year are recognised as costs in the income statement in the year of acquisition.

Profit or loss derived from the disposal of property, land, and equipment is measured as the difference between the sales price less selling costs and the carrying amount at the date of disposal. Profit or loss is recognised in the income statement as other operating income or other operating expenses.

As regards self-constructed assets, the cost comprises direct costs for materials, components, deliveries from subsuppliers, payroll costs, and borrowing costs from specific and general borrowing concerning the construction of each individual asset.

#### Leases

Leases are regarded as operating leases. Payments in connection with operating leases and other lease agreements are recognised in the income statement for the term of the contract. The company's total liabilities concerning operating leases and lease agreements are recognised under contingencies, etc.

## Impairment loss relating to non-current assets

The carrying amount of both intangible and tangible fixed assets as well as equity investments in subsidiaries og participating interest 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 for impairment is done to the recoverable amount if this value is lower than the carrying amount.

The recoverable amount is the higher value of value in use and selling price less expected selling cost. The value in use is calculated as the present value of the expected net cash flows from the use of the asset or the asset group and expected net cash flows from the sale of the asset or the asset group after the end of their useful life.

Previously recognised impairment losses are reversed when conditions for impairment no longer exist. Impairment relating to goodwill is not reversed.

#### **Investments**

## Investments in subsidiaries and participating interest

Investments in subsidiaries and participating interest are recognised and measured by applying the equity method. The equity method is used as a method of consolidation.

Investments in subsidiaries and participating interest are recognised in the statement of financial position at the proportionate share of the enterprise's equity value. This value is calculated in accordance with the parent's accounting policies with deductions or additions of unrealised intercompany gains and losses as well as with additions or deductions of the remaining value of positive or negative goodwill calculated in accordance with the acquisition method. Negative goodwill is recognised in the income statement at the time of acquisition of the equity investment. If the negative goodwill relates to contingent liabilities acquired, negative goodwill is not recognised until the contingent liabilities have been settled or lapsed.

Consolidated goodwill is amortised over its estimated useful life, which is determined on the basis of the management's experience with the individual business areas. Consolidated goodwill is amortised on a straight-line basis over the amortisation period, which represent 5-20 years. The depreciation period is determined on the basis of an assessment that these are strategically acquired enterprises with a strong market position and a long-term earnings profile.

In relation to material assets and liabilities recognised in subsidiaries and participating interest but are not represented in the parent, the following accounting policies have been applied.

Investments in subsidiaries and participating interest with a negative equity value are measured at DKK 0, and any accounts receivable from these enterprises are written down to the extent that the account receivable is uncollectible. To the extent that the parent has a legal or constructive obligation to cover an negative balance that exceeds the account receivable, the remaining amount is recognised under provisions.

To the extent the equity exceeds the cost, the net revaluation of equity investments in subsidiaries and participating interest transferred to the reserve under equity for net revaluation according to the equity method. Dividends from subsidiaries expected to be adopted before the approval of this annual report are not subject to a limitation of the revaluation reserve. The reserve is adjusted by other equity movements in subsidiaries and participating interest.

Newly acquired or newly established companies are recognised in the financial statement as of the time of acquisition. Sold or liquidated companies are recognised until the date of disposal.

#### Receivables

Receivables are measured at amortised cost, which usually corresponds to nominal value.

In order to meet expected losses, impairment takes place at the net realisable value. The company has chosen to use IAS 39 as a basis for interpretation when recognising impairment of financial assets, which means that impairments must be made to offset losses where an objective indication is deemed to have occurred that an account receivable or a portfolio of accounts receivable is impaired. If an objective indication shows that an individual account receivable has been impaired, an impairment takes place at individual level.

Accounts receivable for which there is no objective indication of impairment at the individual level are evaluated at portfolio level for objective indication of impairment. The portfolios are primarily based on the debtors' domicile and credit rating in accordance with the company's and the group's credit risk management policy. Determination of the objective indicators applied for portfolios are based on experience with historical losses.

Impairment losses are calculated as the difference between the carrying amount of accounts receivable and the present value of the expected cash flows, including the realisable value of any securities received. The effective interest rate for the individual account receivable or portfolio is used as the discount rate.

## **Prepayments**

Prepaymentsrecognised under assets comprise incurred costs concerning the following financial year.

#### Financial instruments and equity investments

Financial instruments and equity investments recognised under current assets consist of tradeble shares and bonds which are measured at fair value on the reporting date. Unlisted equity investments on non-tradeble market are measured at cost. Writedown takes place to the recoverable amount if this value is lower than the carrying amount.

## Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand.

#### **Equity**

## Reserve for net revaluation according to the equity method

The reserve for net revaluation according to the equity method comprises net revaluation of equity investments in subsidiaries, associates and equity interests proportional to cost.

The reserve may be eliminated in the event of losses, realisation of equity investments, or changes in the accounting estimates.

The reserve cannot be recognised by a negative amount.

## **Dividend**

Dividend expected to be distributed for the year is recognised as a separate item under equity.

#### Income tax and deferred tax

Current tax liabilities and current tax receivable are recognised in the statement of financial position as calculated tax on the taxable income for the year, adjusted for tax of previous years' taxable income and for tax paid on account.

Deferred tax is measured on the basis of temporary differences in assets and liabilities with a focus on the statement of financial position. Deferred tax is measured at net realisable value.

Deferred tax is measured based on the tax rules and tax rates applying under the legislation prevailing in the respective countries on the reporting date when the deferred tax is expected to be released as current tax. Changes in deferred tax due to changed tax rates are recognised in the income statement, except for items included directly in the equity.

Deferred tax assets, including the tax value of tax losses allowed for carryforward, 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. Any deferred net tax assets are measured at net realisable value.

## Liabilities other than provisions

Financial liabilities other than provisions related to borrowings are recognised at the received proceeds less transaction costs incurred. In subsequent periods, the financial liabilities are recognised at amortised cost, corresponding to the capitalised value when using the effective interest rate. The difference between the proceeds and the nominal value is recognised in the income statement during the term of the loan.

Mortgage loans and bank loans are thus measured at amortised cost which, for cash loans, corresponds to the outstanding payables. For bond loans, the amortised cost corresponds to an outstanding payable calculated as the underlying cash value at the date of borrowing, adjusted by amortisation of the market value on the date of the borrowing effectuated over the repayment period.

Also, capitalised residual leasing liabilities associated with financial leasing contracts are recognised in the financial liabilities.

Liabilities other than provisions relating to investment properties are measured at amortised cost.

Other liabilities concerning payables to suppliers, group enterprises, and other payables are measured at amortised cost which usually corresponds to the nominal value.