

# Open Communication Group A/S

Ny Carlsberg Vej 80, 1799 København V

CVR no. 27 16 09 64

## Annual report 2021

Approved at the Company's annual general meeting on 8 April 2022

Chair of the meeting:

.....  
Peter Braasch

## Contents

Statement by the Board of Directors and the Executive Board	2
Independent auditor's report	3
Management's review	5
Financial statements 1 January - 31 December	7
Income statement	7
Balance sheet	8
Statement of changes in equity	9
Notes to the financial statements	10

## Statement by the Board of Directors and the Executive Board

Today, the Board of Directors and the Executive Board have discussed and approved the annual report of Open Communication Group A/S for the financial year 1 January - 31 December 2021.

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 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 our opinion, the Management's review gives a fair review of the matters discussed in the Management's review.

We recommend that the annual report be approved at the annual general meeting.

Copenhagen, 8 April 2022  
Executive Board:

.....  
Peter Braasch

.....  
Bo Bregnholt Jensen

Board of Directors:

.....  
Simon Anthony Wright  
Chair

.....  
Kasper Beck Steensen

.....  
Bo Bregnholt Jensen

.....  
Kristina Palitzsch Malther

.....  
Peter Braasch

.....  
Alexander Stephanou

## Independent auditor's report

To the shareholders of Open Communication Group A/S

### Opinion

We have audited the financial statements of Open Communication Group A/S for the financial year 1 January - 31 December 2021, which comprise income statement, balance sheet, statement of changes in equity and notes, including 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 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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Independence

We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' 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.

### 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 as to 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 the 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.

## Independent auditor's report

- ▶ 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 note 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 the Management's review

Management is responsible for the Management's review.

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

Based on the work we have performed, we conclude that the 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 the Management's review.

Copenhagen, 8 April 2022  
EY Godkendt Revisionspartnerselskab  
CVR no. 30 70 02 28

Jesper Jørn Pedersen  
State Authorised Public Accountant  
mne21326

## Management's review

### Company details

Name	Open Communication Group A/S
Address, Postal code, City	Ny Carlsberg Vej 80, 1799 København V
CVR no.	27 16 09 64
Established	1 May 2003
Registered office	København
Financial year	1 January - 31 December
Website	<a href="http://www.weareopen.eu">www.weareopen.eu</a>
E-mail	<a href="mailto:contact@weareopen.eu">contact@weareopen.eu</a>
Telephone	+45 53 75 71 00
Board of Directors	Simon Anthony Wright, Chair Kasper Beck Steensen Bo Bregnholt Jensen Kristina Palitzsch Malther Peter Braasch Alexander Stephanou
Executive Board	Peter Braasch Bo Bregnholt Jensen
Auditors	EY Godkendt Revisionspartnerselskab Dirch Passers Allé 36, P.O. Box 250, 2000 Frederiksberg, Denmark

## Management's review

### Business review

The company's primary business activity is to provide highly specialized consulting services within internal communications.

In 2021 the company has undertaken a restructuring with the purpose of expanding its activities further globally.

3 new manager-owners has joined the company in 2021, further strengthening the company's global leadership team.

Through the company's wholly owned subsidiary in South Africa, the company will continue to invest into emerging markets.

### Financial review

The income statement for 2021 shows a profit of DKK 3,345,489 against a profit of DKK 3,786,629 last year, and the balance sheet at 31 December 2021 shows equity of DKK 7,755,989. Management considers the Company's financial performance in the year satisfactory.

### Events after the balance sheet date

No events materially affecting the Company's financial position have occurred subsequent to the financial year-end.

## Financial statements 1 January - 31 December

### Income statement

Note	DKK	2021	2020
	<b>Gross profit</b>	22,481,099	23,159,355
2	Staff costs	-17,882,662	-18,488,706
	<b>Profit before net financials</b>	4,598,437	4,670,649
	Income from investments in group entities	-49,240	281,457
	Financial income	8,744	231
	Financial expenses	-248,359	-157,295
	<b>Profit before tax</b>	4,309,582	4,795,042
3	Tax for the year	-964,093	-1,008,413
	<b>Profit for the year</b>	3,345,489	3,786,629
	<b>Recommended appropriation of profit</b>		
	Proposed dividend recognised under equity	2,000,000	3,057,281
	Retained earnings	1,345,489	729,348
		3,345,489	3,786,629



## Financial statements 1 January - 31 December

### Balance sheet

Note	DKK	2021	2020
	<b>ASSETS</b>		
	<b>Fixed assets</b>		
4	<b>Investments</b>		
	Investments in group entities, net asset value	813,955	540,195
	Deposits, investments	114,461	0
		<u>928,416</u>	<u>540,195</u>
	<b>Total fixed assets</b>	<u>928,416</u>	<u>540,195</u>
	<b>Non-fixed assets</b>		
	<b>Receivables</b>		
	Trade receivables	11,134,093	9,042,495
5	Work in progress for third parties	274,591	75,325
	Receivables from group entities	54,456	268,924
	Deferred tax assets	4,105	5,473
	Other receivables	214,000	14,442
	Deferred income	255,232	153,473
		<u>11,936,477</u>	<u>9,560,132</u>
	<b>Cash</b>	<u>6,604,826</u>	<u>12,339,686</u>
	<b>Total non-fixed assets</b>	<u>18,541,303</u>	<u>21,899,818</u>
	<b>TOTAL ASSETS</b>	<u>19,469,719</u>	<u>22,440,013</u>
	<b>EQUITY AND LIABILITIES</b>		
	<b>Equity</b>		
	Share capital	787,500	166,667
	Share premium account	197,000	0
	Retained earnings	4,771,489	3,833,333
	Dividend proposed for the year	2,000,000	3,057,281
	<b>Total equity</b>	<u>7,755,989</u>	<u>7,057,281</u>
	<b>Liabilities other than provisions</b>		
	<b>Non-current liabilities other than provisions</b>		
	Other payables	641,959	1,000,251
		<u>641,959</u>	<u>1,000,251</u>
	<b>Current liabilities other than provisions</b>		
5	Work in progress for third parties	3,265,997	2,578,517
	Trade payables	1,227,522	2,516,129
	Payables to group entities	1,000,000	0
	Income taxes payable	927,575	782,589
	Other payables	4,636,131	8,452,002
	Deferred income	14,546	53,244
		<u>11,071,771</u>	<u>14,382,481</u>
	<b>Total liabilities other than provisions</b>	<u>11,713,730</u>	<u>15,382,732</u>
	<b>TOTAL EQUITY AND LIABILITIES</b>	<u>19,469,719</u>	<u>22,440,013</u>

- 1 Accounting policies  
6 Contractual obligations and contingencies, etc.  
7 Collateral

## Financial statements 1 January - 31 December

### Statement of changes in equity

DKK	Share capital	Share premium account	Retained earnings	Dividend proposed for the year	Total
Equity at 1 January 2021	166,667	0	3,833,333	3,057,281	7,057,281
Capital increase	620,833	197,000	-407,333	0	410,500
Transfer through appropriation of profit	0	0	1,345,489	2,000,000	3,345,489
Dividend distributed	0	0	0	-3,057,281	-3,057,281
<b>Equity at 31 December 2021</b>	<b>787,500</b>	<b>197,000</b>	<b>4,771,489</b>	<b>2,000,000</b>	<b>7,755,989</b>

## Financial statements 1 January - 31 December

### Notes to the financial statements

#### 1 Accounting policies

The annual report of Open Communication Group A/S for 2021 has been prepared in accordance with the provisions in the Danish Financial Statements Act applying to reporting class B entities and elective choice of certain provisions applying to reporting class C entities.

The accounting policies used in the preparation of the financial statements are consistent with those of last year.

#### Reporting currency

The financial statements are presented in Danish kroner (DKK).

#### Income statement

##### Revenue

Income from the rendering of services is recognised as revenue as the services are rendered. Accordingly, revenue corresponds to the market value of the services rendered during the year (percentage-of-completion method).

Revenue is measured at the fair value of the agreed consideration excluding VAT and taxes charged on behalf of third parties. All discounts and rebates granted are recognised in revenue.

##### Gross profit

The items revenue, change in inventories of finished goods and work in progress, work performed for own account and capitalised, other operating income and external expenses have been aggregated into one item in the income statement called gross margin in accordance with section 32 of the Danish Financial Statements Act.

New line

##### Other external expenses

Other external expenses include the year's expenses relating to the entity's core activities, including expenses relating to distribution, sale, advertising, administration, premises, bad debts, payments under operating leases, etc.

##### Staff costs

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.

##### Profit/loss from investments in subsidiaries

A proportionate share of the underlying entities' profit/loss after tax is recognised in the income statement according to the equity method. Shares of profit/loss after tax in subsidiaries are presented as separate line items in the income statement. Full elimination of intra-group gains/losses is made for equity investments in subsidiaries.

## Financial statements 1 January - 31 December

### Notes to the financial statements

#### 1 Accounting policies (continued)

##### Financial income and expenses

Financial income and expenses are recognised in the income statements at the amounts that concern the financial year. Net financials include interest income and expenses as well as allowances and surcharges under the advance-payment-of-tax scheme, etc.

##### Tax

Tax for the year includes current tax on the year's expected taxable income and the year's deferred tax adjustments. The portion of the tax for the year that relates to the profit/loss for the year is recognised in the income statement, whereas the portion that relates to transactions taken to equity is recognised in equity.

##### Balance sheet

##### Investments in subsidiaries

Equity investments in subsidiaries and associates are measured according to the equity method.

On initial recognition, equity investments in subsidiaries are measured at cost, i.e. plus transaction costs. The cost is allocated in accordance with the acquisition method; see the accounting policies regarding business combinations.

The cost is adjusted by shares of profit/loss after tax calculated in accordance with the Group's accounting policies less or plus unrealised intra-group gains/losses.

Identified increases in value and goodwill, if any, compared to the underlying entity's net asset value are amortised in accordance with the accounting policies for the assets and liabilities to which they can be attributed. Negative goodwill is recognised in the income statement.

Dividend received is deduced from the carrying amount.

Equity investments in subsidiaries measured at net asset value are subject to impairment test requirements if there is any indication of impairment.

##### Receivables

Receivables are measured at amortised cost.

The Company has chosen IAS 39 as interpretation for impairment of financial receivables.

An impairment loss is recognised if there is objective evidence that a receivable or a group of receivables is impaired. If there is objective evidence that an individual receivable has been impaired, an impairment loss is recognised on an individual basis.

Receivables in respect of which there is no objective evidence of individual impairment are tested for objective evidence of impairment on a portfolio basis. The portfolios are primarily based on the debtors' domicile and credit ratings in line with the Company's risk management policy. The objective evidence applied to portfolios is determined based on historical loss experience.

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

## Financial statements 1 January - 31 December

### Notes to the financial statements

#### 1 Accounting policies (continued)

##### Work in progress for third parties

Service supplies and contract work in progress for third parties are measured at the market value of the work performed less progress billings. The market value is calculated based on the stage of completion at the balance sheet date and the total expected income from the relevant contract. The stage of completion is calculated based on the expenses incurred relative to the expected total expenses relating to the relevant contract.

Where the outcome of contract work in progress cannot be estimated reliably, the market value is measured at the expenses incurred in so far as they are expected to be paid by the purchaser.

Where the total expenses relating to the work in progress are expected to exceed the total market value, the expected loss is recognised as a loss-making agreement under "Provisions" and is expensed in the income statement.

The value of work in progress less progress billings is classified as assets when the selling price exceeds progress billings and as liabilities when progress billings exceed the market value.

## Financial statements 1 January - 31 December

### Notes to the financial statements

#### 1 Accounting policies (continued)

##### Prepayments

Prepayments recognised under "Assets" comprise prepaid expenses regarding subsequent financial reporting years.

##### Cash

Cash comprise cash and short term securities which are readily convertible into cash and subject only to minor risks of changes in value.

##### Equity

##### *Proposed dividends*

Dividend proposed for the year is recognised as a liability once adopted at the annual general meeting (declaration date). Dividends expected to be distributed for the financial year are presented as a separate item under "Equity".

##### Income taxes

Current tax payables and receivables are recognised in the balance sheet as the estimated income tax charge for the year, adjusted for prior-year taxes and tax paid on account.

Deferred tax is measured according to the liability method on all temporary differences between the carrying amount and the tax base of assets and liabilities. However, deferred tax is not recognised on temporary differences relating to goodwill which is not deductible for tax purposes and on office premises and other items where temporary differences, apart from business combinations, arise at the date of acquisition without affecting either profit/loss for the year or taxable income. Where alternative tax rules can be applied to determine the tax base, deferred tax is measured based on Management's intended use of the asset or settlement of the liability, respectively.

Deferred tax is measured according to the tax rules and at the tax rates applicable at the balance sheet date when the deferred tax is expected to crystallise as current tax. Deferred tax assets are recognised at the expected value of their utilisation; either as a set-off against tax on future income or as a set-off against deferred tax liabilities in the same legal tax entity. Changes in deferred tax due to changes in the tax rate are recognised in the income statement.

##### Other payables

Other payables are measured at net realisable value.

##### Deferred income

Deferred income recognised as a liability comprises payments received concerning income in subsequent financial reporting years.

## Financial statements 1 January - 31 December

### Notes to the financial statements

DKK	2021	2020			
<b>2 Staff costs</b>					
Wages/salaries	15,354,438	16,176,586			
Pensions	2,430,365	2,210,913			
Other social security costs	97,859	101,207			
	<u>17,882,662</u>	<u>18,488,706</u>			
Average number of full-time employees	<u>18</u>	<u>23</u>			
<b>3 Tax for the year</b>					
Estimated tax charge for the year	962,725	1,006,589			
Deferred tax adjustments in the year	1,368	1,824			
	<u>964,093</u>	<u>1,008,413</u>			
<b>4 Investments</b>					
	<b>Investments in group entities, net asset value</b>	<b>Deposits, investments</b>	<b>Total</b>		
DKK					
Cost at 1 January 2021	81,359	0	81,359		
Additions in the year	0	114,461	114,461		
Cost at 31 December 2021	<u>81,359</u>	<u>114,461</u>	<u>195,820</u>		
Value adjustments at 1 January 2021	458,836	0	458,836		
Exchange adjustment	10,415	0	10,415		
Share of the profit/loss for the year	136,633	0	136,633		
Other adjustments, investments	126,712	0	126,712		
Value adjustments at 31 December 2021	<u>732,596</u>	<u>0</u>	<u>732,596</u>		
Carrying amount at 31 December 2021	<u>813,955</u>	<u>114,461</u>	<u>928,416</u>		
<b>Name</b>	<b>Legal form</b>	<b>Domicile</b>	<b>Interest</b>	<b>Equity DKK</b>	<b>Profit/loss DKK</b>
<b>Subsidiaries</b>					
Open Cape Town (PTY)	LTD	Cape Town, Sydafrika	100.00%	813,955	136,633
<b>5 Work in progress for third parties</b>					
Progress billings				-2,991,406	-2,503,192
				<u>-2,991,406</u>	<u>-2,503,192</u>
recognised as follows:					
Work in progress for third parties (assets)				274,591	75,325
Work in progress for third parties (liabilities)				-3,265,997	-2,578,517
				<u>-2,991,406</u>	<u>-2,503,192</u>

## Financial statements 1 January - 31 December

### Notes to the financial statements

#### 6 Contractual obligations and contingencies, etc.

##### Other financial obligations

Rent and lease liabilities include a rent obligation totalling 172 t.kr. in interminable rent agreements with remaining contract terms of 3 month. Furthermore, the Company has liabilities under operating leases for cars and IT equipment, totalling 1.045 t.kr. , with remaining contract terms of 4 years.

#### 7 Collateral

As security for the Company's debt to banks, the Company has provided security or other collateral in its assets for at total amount of DKK 2 million.



# PENNEO

The signatures in this document are legally binding. The document is signed using Penneo™ secure digital signature. The identity of the signers has been recorded, and are listed below.

"By my signature I confirm all dates and content in this document."

## Bo Bregnholt Jensen

### Executive Board

On behalf of: Open Communication Group A/S

Serial number: PID:9208-2002-2-246575757209

IP: 83.151.xxx.xxx

2022-04-08 10:59:39 UTC

NEM ID 

## Peter Braasch

### Executive Board

On behalf of: Open Communication Group A/S

Serial number: PID:9208-2002-2-395471728301

IP: 83.151.xxx.xxx

2022-04-08 11:15:46 UTC

NEM ID 

## Peter Braasch

### Chairman

On behalf of: Open Communication Group A/S

Serial number: PID:9208-2002-2-395471728301

IP: 83.151.xxx.xxx

2022-04-08 11:15:46 UTC

NEM ID 

## Simon Anthony Wright

### Board of Directors

On behalf of: Open Communication Group A/S

Serial number: swr@opencommunication.com

IP: 128.77.xxx.xxx

2022-04-08 11:17:30 UTC



## Alexander Stephanou

### Board of Directors

On behalf of: Open Communication Group A/S

Serial number: PID:9208-2002-2-664850521160

IP: 128.77.xxx.xxx

2022-04-08 11:17:51 UTC

NEM ID 

## Kristina Palitzsch Malther

### Board of Directors

On behalf of: Open Communication Group A/S

Serial number: PID:9208-2002-2-955741624373

IP: 128.77.xxx.xxx

2022-04-08 11:23:26 UTC

NEM ID 

## Kasper Beck Steensen

### Board of Directors

On behalf of: Open Communication Group A/S

Serial number: PID:9208-2002-2-241273990252

IP: 176.22.xxx.xxx

2022-04-08 11:28:25 UTC

NEM ID 

## Bo Bregnholt Jensen

### Board of Directors

On behalf of: Open Communication Group A/S

Serial number: PID:9208-2002-2-246575757209

IP: 83.151.xxx.xxx

2022-04-08 12:27:07 UTC

NEM ID 

This document is digitally signed using Penneo.com. The digital signature data within the document is secured and validated by the computed hash value of the original document. The document is locked and timestamped with a certificate from a trusted third party. All cryptographic evidence is embedded within this PDF, for future validation if necessary.

#### How to verify the originality of this document

This document is protected by an Adobe CDS certificate. When you open the

document in Adobe Reader, you should see, that the document is certified by **Penneo e-signature service** <penneo@penneo.com>. This guarantees that the contents of the document have not been changed.

You can verify the cryptographic evidence within this document using the Penneo validator, which can be found at <https://penneo.com/validate>

# PENNEO

The signatures in this document are legally binding. The document is signed using Penneo™ secure digital signature. The identity of the signers has been recorded, and are listed below.

"By my signature I confirm all dates and content in this document."

## Peter Braasch

### Board of Directors

On behalf of: Open Communication Group A/S

Serial number: PID:9208-2002-2-395471728301

IP: 93.163.xxx.xxx

2022-04-09 13:29:53 UTC

NEM ID 

## Jesper Jørn Pedersen

### State Authorised Public Accountant

On behalf of: EY Godkendt Revisionspartnerselskab

Serial number: CVR:30700228-RID:89023474

IP: 80.209.xxx.xxx

2022-04-09 13:40:41 UTC

NEM ID 

This document is digitally signed using Penneo.com. The digital signature data within the document is secured and validated by the computed hash value of the original document. The document is locked and timestamped with a certificate from a trusted third party. All cryptographic evidence is embedded within this PDF, for future validation if necessary.

### How to verify the originality of this document

This document is protected by an Adobe CDS certificate. When you open the

document in Adobe Reader, you should see, that the document is certified by **Penneo e-signature service** <[penneo@penneo.com](mailto:penneo@penneo.com)>. This guarantees that the contents of the document have not been changed.

You can verify the cryptographic evidence within this document using the Penneo validator, which can be found at <https://penneo.com/validate>