

Flexflight ApS

Lufthavnsvej 50, 4000 Roskilde

Company reg. no. 27 37 67 70

Annual report

1 January - 31 December 2023

The annual report was submitted and approved by the general meeting on the 26 July 2024.

Christian Ejnar Honoré
Chairman of the meeting

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Notes:

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

Management's statement

Today, the Board of Directors and the Managing Director have approved the annual report of Flexflight ApS for the financial year 1 January - 31 December 2023.

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

We consider the chosen accounting policy to be appropriate, and in our opinion, the financial statements give a true and fair view of the financial position of the Company at 31 December 2023 and of the results of the Company's operations for the financial year 1 January – 31 December 2023.

Further, in our 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.

Roskilde, 26 July 2024

Managing Director

Christian Ejnar Honoré

Board of directors

Erik Martin Troelsen Pretzmann

Adam Randall Weiss

Lasse Meilsøe

Independent auditor's report

To the Shareholders of Flexflight ApS

Opinion

We have audited the financial statements of Flexflight ApS for the financial year 1 January - 31 December 2023, 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 2023, and of the results of the Company's operations for the financial year 1 January - 31 December 2023 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.

Emphasis of Matter

Without qualifying our opinion we draw the attention to the matters mentioned in the management's review and in note 1 to the financial statements relating to uncertainties relating to the recognition and measurements of receivables and customer debt.

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 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.

Independent auditor's report

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.

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, 26 July 2024

Grant Thornton

Certified Public Accountants
Company reg. no. 34 20 99 36

Michael Beuchert

State Authorised Public Accountant
mne32794

Company information

The company

Flexflight ApS
Lufthavnsvej 50
4000 Roskilde

Company reg. no. 27 37 67 70
Established: 1 October 2003
Financial year: 1 January - 31 December

Board of directors

Erik Martin Troelsen Pretzmann
Adam Randall Weiss
Lasse Meilsøe

Managing Director

Christian Ejnar Honoré

Auditors

Grant Thornton, Godkendt Revisionspartnerselskab
Stockholmsgade 45
2100 København Ø

Management's review

Description of key activities of the company

The Company's activity is to provide taxiplane and air services, and together with WorldTicket A/S to market other airline companies in the entire world via so-called interline and codeshare. This activity facilitates the sale of flight tickets in more than 100 countries.

Uncertainties connected with recognition or measurement

The company has a receivable of DKK 15.123 thousand from a customer relating to the operational cost of a managed airplane that has not been paid, and it appears that the customer is unable to pay the amount owed. The customer is planning to sell the airplane and Flexflight expects to recover the receivable from the proceeds from the sale, however since the airplane has not yet been sold it is uncertain whether the receivable can be recovered through the sale.

The prepayments from customers does not agree with the revenue accounting system. The sum of the unresolved differences amounts to DKK 2.425 thousands which have not been resolved since FlexFlight receives prepayments from many different customers in multiple currencies which complicates the reconciliation process. In the financial statements the amount owed according to the revenue accounting system is recognized since this is based on the records received from IATA and other external partners, however due to the reconciliation differences and the fact that some of the customers have disputed the amounts owed according to the company we note that there is uncertainty regarding the accuracy of the amount of prepayments from customers.

Development in activities and financial matters

Income or loss from ordinary activities after tax totals 3.402 thousand DKK against 3.046 thousand DKK last year.

Events occurring after the end of the financial year

After the year end, the company has acquired the W2 ticketing business from the affiliated company Wordticket A/S, with effect from 31 December 2023.

Income statement 1 January - 31 December

DKK thousand.

<u>Note</u>	<u>2023</u>	<u>2022</u>
Gross profit	27.864	24.871
2 Staff costs	-23.874	-19.641
Depreciation and impairment of property, land, and equipment	-418	-527
Operating profit	3.572	4.703
Income from investments in group enterprises	4	0
3 Other financial income	3.977	6.224
4 Other financial expenses	-3.191	-7.018
Pre-tax net profit or loss	4.362	3.909
5 Tax on net profit or loss for the year	-960	-863
Net profit or loss for the year	3.402	3.046
Proposed distribution of net profit:		
Reserves for net revaluation according to the equity method	4	0
Transferred to retained earnings	3.398	3.046
Total allocations and transfers	3.402	3.046

Balance sheet at 31 December

DKK thousand.

Assets		
<u>Note</u>	<u>2023</u>	<u>2022</u>
Non-current assets		
6 Land and buildings	990	1.015
7 Other fixtures, fittings, tools and equipment	644	664
Total property, plant, and equipment	<u>1.634</u>	<u>1.679</u>
8 Investments in group enterprises	202	26
9 Deposits	7.918	7.238
Total investments	<u>8.120</u>	<u>7.264</u>
Total non-current assets	<u>9.754</u>	<u>8.943</u>
Current assets		
Trade receivables	46.399	6.082
Receivables from group enterprises	25.964	67.463
Other receivables	17.669	11.369
Prepayments	2.746	1.760
Total receivables	<u>92.778</u>	<u>86.674</u>
Cash and cash equivalents	<u>14.650</u>	<u>10.474</u>
Total current assets	<u>107.428</u>	<u>97.148</u>
Total assets	<u>117.182</u>	<u>106.091</u>

Balance sheet at 31 December

DKK thousand.

Equity and liabilities		
<u>Note</u>	<u>2023</u>	<u>2022</u>
Equity		
Contributed capital	130	130
Reserve for net revaluation according to the equity method	9	5
Retained earnings	21.812	18.414
Total equity	21.951	18.549
Provisions		
Provisions for deferred tax	73	106
Other provisions	3.034	3.034
Total provisions	3.107	3.140
Liabilities other than provisions		
Payables to group enterprises	207	0
Other payables	832	805
Total long term liabilities other than provisions	1.039	805
Bank loans	348	648
Prepayments received from customers	74.041	66.372
Trade payables	11.173	12.640
Income tax payable	2.239	1.593
Income tax payable to group enterprises	1.276	928
Other payables	2.008	1.416
Total short term liabilities other than provisions	91.085	83.597
Total liabilities other than provisions	92.124	84.402
Total equity and liabilities	117.182	106.091

1 Uncertainties relating to recognition and measurement**10 Charges and security****11 Contingencies**

Statement of changes in equity

DKK thousand.

	Contributed capital	Reserve for net revalua-tion according to the eq-uity method	Retained earnings	Total
Equity 1 January 2023	130	5	18.414	18.549
Share of profit or loss	0	4	3.398	3.402
	130	9	21.812	21.951

Notes

DKK thousand.

1. Uncertainties relating to recognition and measurement

The company has a receivable of DKK 15.123 thousand from a customer relating to the operational cost of a managed airplane that has not been paid, and it appears that the customer is unable to pay the amount owed. The customer is planning to sell the airplane and Flexflight expects to recover the receivable from the proceeds from the sale, however since the airplane has not yet been sold it is uncertain whether the receivable can be recovered through the sale.

The prepayments from customers does not agree with the revenue accounting system. The sum of the unresolved differences amounts to DKK 2.425 thousands which have not been resolved since FlexFlight receives prepayments from many different customers in multiple currencies which complicates the reconciliation process. In the the financial statements the amount owed according to the revenue accounting system is recognized since this is based on the records received from IATA and other external partners, however due to the reconciliation differences and the fact that some of the customers have disputed the amounts owed according to the company we note that there is uncertainty regarding the accuracy of the amount of prepayments from customers.

	<u>2023</u>	<u>2022</u>
2. Staff costs		
Salaries and wages	21.669	17.876
Pension costs	464	380
Other costs for social security	342	212
Other staff costs	<u>1.399</u>	<u>1.173</u>
	<u>23.874</u>	<u>19.641</u>
Average number of employees	<u>28</u>	<u>28</u>
3. Other financial income		
Interest, banks	210	39
Interest, outstanding loans	922	0
Exchange differences	<u>2.845</u>	<u>6.185</u>
	<u>3.977</u>	<u>6.224</u>
4. Other financial expenses		
Financial costs, group enterprises	476	0
Other financial costs	<u>2.715</u>	<u>7.018</u>
	<u>3.191</u>	<u>7.018</u>

Notes

DKK thousand.

	<u>2023</u>	<u>2022</u>
5. Tax on net profit or loss for the year		
Tax on net profit or loss for the year	993	928
Adjustment of deferred tax for the year	<u>-33</u>	<u>-65</u>
	<u>960</u>	<u>863</u>
6. Land and buildings		
Cost 1 January 2023	<u>1.250</u>	<u>1.250</u>
Cost 31 December 2023	<u>1.250</u>	<u>1.250</u>
Depreciation and write-down 1 January 2023	-235	-91
Amortisation and depreciation for the year	<u>-25</u>	<u>-144</u>
Depreciation and write-down 31 December 2023	<u>-260</u>	<u>-235</u>
Carrying amount, 31 December 2023	<u>990</u>	<u>1.015</u>
7. Other fixtures, fittings, tools and equipment		
Cost 1 January 2023	1.860	1.860
Additions during the year	<u>372</u>	<u>0</u>
Cost 31 December 2023	<u>2.232</u>	<u>1.860</u>
Depreciation and write-down 1 January 2023	-1.195	-813
Amortisation and depreciation for the year	<u>-393</u>	<u>-383</u>
Depreciation and write-down 31 December 2023	<u>-1.588</u>	<u>-1.196</u>
Carrying amount, 31 December 2023	<u>644</u>	<u>664</u>

Notes

DKK thousand.

	<u>31/12 2023</u>	<u>31/12 2022</u>
8. Investments in group enterprises		
Cost 1 January 2023	193	193
Cost 31 December 2023	193	193
Revaluations, opening balance 1 January 2023	-167	5
Net profit or loss for the year before amortisation of goodwill	4	0
Other movements in capital	172	-172
Revaluation 31 December 2023	9	-167
Carrying amount, 31 December 2023	202	26
9. Deposits		
Cost 1 January 2023	7.238	940
Additions during the year	680	6.298
Cost 31 December 2023	7.918	7.238
Carrying amount, 31 December 2023	7.918	7.238

10. Charges and security

As security for a supplier DKK 506 thousand has been deposited.

The company has a security for banks with a nominal value of DKK 975 thousand

11. Contingencies

Contingent liabilities

The company is currently involved in two ongoing legal cases with customers. There is uncertainty regarding the outcomes of these cases and the financial amounts involved. The total claims amount to EUR 6,313 thousand, equivalent to DKK 47,051 thousand.

Additionally, the company is engaged in a dispute with a supplier, for which management is unable to determine the financial impact of any potential claims.

Management assesses that there is a low probability that these matters will result in a financial burden on the company's resources.

Notes

DKK thousand.

11. Contingencies (continued)

Joint taxation

With Worldticket A/S, company reg. no 29794626 as administration company, the company is subject to the Danish scheme of joint taxation and unlimitedly, jointly, and severally liable, along with the other jointly taxed companies, for the total corporation tax.

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

Accounting policies

The annual report for Flexflight 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.

The accounting policies are unchanged from last year, and the annual report is presented in DKK.

Income statement

Gross profit

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

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. Revenue is measured at the fair value of the consideration promised exclusive of VAT and taxes and less any discounts relating directly to sales.

Cost of sales comprises costs of goods used to generating the year's revenue.

Other operating income comprises items of a secondary nature as regards the principal activities of the enterprise, including profit from the disposal of intangible and tangible assets.

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 write-down for impairment

Depreciation, amortisation, and write-down for impairment comprise depreciation on, amortisation of, and write-down 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.

Accounting policies

Results from investments in group enterprises

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

The company is subject to Danish rules on compulsory joint taxation of Danish group enterprises.

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

Statement of financial position

Property, plant, and equipment

Property, plant, and equipment are measured at cost less accrued depreciation and write-down for impairment. Land is not subject to depreciation.

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:

	Useful life
Buildings	30 years
Other fixtures and fittings, tools and equipment	3-5 years

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.

Accounting policies

Investments

Investments in group enterprises

Investments in group enterprises 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.

Deposits

Deposits are measured at amortised cost and represent lease deposits, etc.

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.

Prepayments

Prepayments recognised under assets comprise incurred costs concerning the following financial year.

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.

Accounting policies

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.

The company is jointly taxed with consolidated Danish companies. The current corporate income tax is distributed between the jointly taxed companies in proportion to their taxable income and with full distribution with reimbursement as to tax losses. The jointly taxed companies are comprised by the Danish tax prepayment scheme.

Joint taxation contributions payable and receivable are recognised in the statement of financial position as "Tax receivables from group enterprises" or "Income tax payable to group enterprises"

According to the rules of joint taxation, Flexflight ApS is unlimitedly, jointly, and severally liable to pay the Danish tax authorities the total income tax, including withholding tax on interest, royalties, and dividends, arising from the jointly taxed group of companies.

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.

Adjustments take place in relation to deferred tax concerning elimination of unrealised intercompany gains and losses.

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.

Provisions

Provisions comprise expected costs of warranty commitments, loss on work in progress, restructuring, etc. Provisions are recognised when the company has a legal or actual commitment resulting from a previously occurred event and when it is probable that the settlement of the liability will result in consumption of the financial resources of the company.

Provisions are measured at net realisable value or at fair value. If the fulfilment of a liability is expected to take place far in the future, the liability is measured at fair value.

Accounting policies

On the acquisition of entities, provisions for restructuring within the acquired entity are included in the acquisition cost, and thereby in the goodwill or the consolidated goodwill, to the extent that they have been recognised in the financial statements of the acquired entity in advance of the acquisition. Provisions for restructuring are included to the extent that they have been decided at the date of acquisition at the latest and that the process have been commenced.

When it is likely that the total costs will exceed the total income of contract work in progress, the total expected loss on the contract work in progress will be recognised as provisions for liabilities. The provision is recognised under production costs.

Liabilities other than provisions

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

Deferred income

Payments received concerning future income are recognised under deferred income.

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

Christian Ejnar Honoré

Direktion

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Lasse Meilsø

Bestyrelse

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Adam Randall Weiss

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Michael Beuchert

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Revisor

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Christian Ejnar Honoré

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